

Promising Reliability, For Now and Tomorrow

September 7, 2021

The General Manager Pakistan Stock Exchange Ltd., Stock Exchange Building, KARACH1-74000.

RE: NOTICE OF ANNUAL GENERAL MEETING

Dear Sir;

The 73rd Annual General Meeting of the International Industries Limited will be held on Thursday, September 30, 2021 at 11.00 a.m. at Karachi through video conferencing.

We enclose herewith a copy of the Notice of Annual General 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.,

M. IRFAN BHATTI Company Secretary



101 Beaumont Plaza, 10 Beaumont Road, Karachi-75530, Pakistan Phone: +92 21 111 019 019, +92 21 3568 0045-54 Fax: +92 21 3568 0373 E-mail: inquiries@iil.com.pk Website: www.iil.com.pk

NOTICE OF ANNUAL GENERAL MEETING

For the year ended June 30, 20

Notice is hereby given to the members that the 73rd Annual General Meeting of the International Industries Limited will be held on September 30, 2021 at 11:00 a.m. at Karachi to transact the following business. Due to the current situation, shareholders are requested to attend the meeting through video conferencing facility arranged by the Company as per the instructions given in the notes section.

ORDINARY BUSINESS

Financial Statements

To receive, consider and adopt the Audited Accounts (consolidated and unconsolidated) of the Company 1. for the year ended June 30, 2021, together with the Reports of the Directors and Auditors thereon.

As required under Section 223 (7) of the Companies Act 2017, Financial Statements of the Company have been uploaded on website of the Company which can be downloaded from the following link:

http://www.iil.com.pk/investors/financial-information

Dividend

To Consider and approve payment of Rs. 6.50 (65%) per share as final cash dividend in addition to 35% 2 interim cash dividend announced and already paid, making a total dividend of Rs. 10.00 (100%) per share for the financial year ended June 30, 2021 as recommended by the Board of Directors.

Auditors

To appoint statutory auditors of the Company for the year ending June 30, 2022 and fix their remuneration. The 3 retiring Auditors, M/s A. F. Ferguson & Co., Chartered Accountants, being eligible, have offered themselves for re-appointment at a fee to be mutually agreed and reimbursements of out of pocket expenses at actuals.

SPECIAL BUSINESS

To consider, and if thought fit, to approve the payment to Mr. Kamal A. Chinov of the ex-gratia amount of Rs. 10 4 million, and for this purpose to pass the following resolution as and by way of an ordinary resolution, namely.

"RESOLVED THAT Mr. Kamal A. Chinoy, a non-executive Director of the Company, be paid an ex-gratia sum of Rs. 10,000,000/- for having devoted special attention to the business of the Company and for his crucial role to ensure a smooth transition in leadership and to stabilise the Company.'

To approve, by way of an ordinary resolution, transmission of annual reports including annual audited 5 financial statements, auditor's report, Chairman's review, Directors report and notice of annual general meetings to the Company's shareholders electronically through Email/CD/DVD/USB at their registered emails or mailing addresses as allowed under Section 223(6) of the Companies Act, 2017 instead of transmitting the annual reports including annual audited accounts in printed form.,

"RESOLVED THAT the International Industries Limited be and is hereby allowed to transmit its annual reports including annual audited financial statements, auditor's report, Chairman's review, Directors report and notice of annual general meetings to the Company's shareholders electronically through Email/CD/ DVD/USB at their registered emails or mailing addresses as allowed under Section 223(6) of the Companies Act, 2017 instead of transmitting the annual reports including annual audited accounts in printed form"

To transact with the permission of the Chair any other business which may be transacted at an Annual 6 General Meeting.

A statement as required by Section 134(3) of the Companies Act, 2017 in respect of the special business to be considered at the meeting is being sent to the Members, along with this notice.

> By Order of the Board M. Irfan Bhatti Company Secretary & Head of Legal Affairs

Karachi: September 7, 2021

Notes:

1. Participation in the AGM proceeding via the video conferencing facility:

Due to current COVID19 situation and for the well being of the stakeholders the AGM proceedings shall be held via video conferencing facility only.

Shareholders interested to participate in the meeting are requested to email following information with subject "Registration for International Industries Limited AGM" along with valid copy of both sides of Computerized National Identity Card (CNIC) at investors@iil.com.pk. Video link and login credentials will be shared with only those members whose emails, containing all the required particulars, are received at least 48 hours before the time of AGM.

Registration to Attend Annual General Meeting through Video Conferencing Facility

- 1. Folio No. / CDC Investors A/c No./ Sub-A/c No.
- 2. Name of Shareholder : _____
- 3. Cell Phone Number : ____
- 4. Email Address : ____
- 5. No. of Shares held at the 1st day of the Book Closure to establish the right to attend AGM: _____

Shareholders can also provide their comments and questions for the agenda items of the AGM at the email address investors@iil.com.pk

2. CLOSURE OF SHARE TRANSFER BOOKS

The Register of Members and the Share Transfer Books will be closed from September 21, 2021 to September 30, 2021 (both days inclusive) to establish the right to attend annual general meeting and to receive the dividend declared.

- 3. A Member entitled to attend, speak and vote at the Annual General Meeting is entitled to appoint another member as his/her proxy to attend, speak and vote on his/her behalf.
- 4. An instrument appointing proxy and the power of attorney or other authority under which it is signed or a notarized 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.
- 5. CDC Account Holders will further have to follow the under mentioned guidelines as laid down in Circular 1 dated January 26, 2000 issued by the Securities and Exchange Commission of Pakistan.

a) For Attending AGM

i) 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 Computerized National Identity Card (CNIC) at the time of attending the meeting.

ii) 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

i) In case of individuals, the account holder or sub-account holder whose registration details are uploaded as per the CDC regulations shall submit the proxy form as per the above requirement.

ii) 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.

For Email, CNIC, IBAN and Zakat Decleration

- 6. Members are requested to provide their Email, International Banking Account Number (IBAN) and Zakat Decleration together with a copy of their Computerized National Identity Card (CNIC) to update our records otherwise all dividends will be withheld in terms of Regulation 6 of the Companies (Distribution of Dividends) Regulations, 2017;
 - For physical shares to M/s CDC Share Registrar Services Limited
 - For shares in CDS to CDC Investors A/c Services or respective Participant
- 7. Members are requested to submit declaration (CZ-50) as per Zakat & Ushr Ordinance 1980 for zakat exemption and advise change in address, if any.

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

This statement sets out the material facts concerning the Special Business to be transacted at the Annual General Meeting of the company to be held on September 30, 2021.

ITEM 4 OF THE AGENDA

As the Members you are aware, we had a change in the leadership earlier this year following the resignation of Mr. Riyaz T Chinoy as Chief Executive Officer of the Company. At that time Mr. Kamal A. Chinoy, as non-executive Director of the Company, agreed to step in and act as Chief Executive Officer at no remuneration and to assist the Company in identifying a full time Chief Executive Officer. Mr. Kamal A. Chinoy devoted special attention to the business of the Company and has assumed a crucial role in ensuring a smooth transition in leadership and to stabilise the Company.

The Board of Directors at their meeting held on August 26, 2021, in the absence of Mr. Kamal A. Chinoy, decided to recommend to the Members that they approve the payment to Mr. Kamal A. Chinoy of an ex-gratia sum of Rs. 10 million for the extraordinary efforts made by him. For this propose, the Board of Directors have proposed that the resolution set forth at item 4 of the Agenda in the Notice convening the Annual General Meeting of the Company to be held on September 30, 2021 be considered and passed as an ordinary resolution.

None of the Directors, other than Mr. Kamal A. Chinoy, are interested in this matter.

ITEM 5 OF THE AGENDA

The shareholders in their 69th Annual General Meeting on September 28, 2017 have already granted approval to transmit annual reports in the form of soft copies in CD/DVD/USB instead of transmitting the annual audited accounts in printed copy as per the Securities and Exchange Commission of Pakistan's SRO No.470(I)/2016 dated May 31, 2016.

Whereas, in addition to the above approval, the Section 223 (6) of the Companies Act, 2017 allows every company to send its audited financial statements together with the auditors' report, directors' report and in the case of a listed company the chairman's review report to every member of the company and every person who is entitled to receive notice of general meeting, either by post or electronically at least twenty-one days before the date of meeting at which it is to be laid before the members of the company, and shall keep a copy at the registered office of the company for the inspection of the members.

To proceed towards paperless environment and to fulfill the responsibility towards environment, the International Industries Limited has sought approval of shareholders, by way of an ordinary resolution to issue & dispatch its annual reports including annual audited financial statements, Auditor's report, Chairman's review, Directors report and notice of annual general meeting through Email/CD/DVD/USB at their registered emails or mailing addresses as allowed under Section 223(6) of the Companies Act, 2017 instead of transmitting the annual reports including annual audited accounts in printed form. However, an option of hard copy of the same information is offered to any interested shareholder.

9. Unclaimed Dividends & Bonus Shares

Shareholders, who by any reason, could not claim their dividend and/or bonus shares are advised to contact our Shares Registrar M/s CDC Share Registrar Services Limited to collect / enquire about their unclaimed dividends and/or bonus shares, if any.

10. E-dividend Mandate

As per Section 242 of the Companies Act, 2017, in case of a Public listed company, any dividend payable in cash shall only be remitted through electronic mode directly into the bank account designated by the entitled shareholders. Therefore, through this notice, all shareholders are requested to update their bank account No. (IBAN) & details in the Central Depository System through respective participants. In case of physical shares, to provide bank account details to our Share Registrar, M/s CDC Share Registrar Services Limited. Please ensure an early update of your particulars to avoid any inconvenience in future. E-Dividend mandate form is enclosed.

11. Conversion of Physical Shares into Book Entry Form

As per Section 72 of the Companies Act, 2017 all existing companies are required to convert their physical shares into bookentry form within a period not exceeding four years from the date of commencement of the Companies Act, 2017.

The Securities & Exchange Commission of Pakistan through its circular # CSD/ED/Misc./2016-639-640 dated March 26, 2021 has advised the listed companies to pursue their such members who still hold shares in physical form, to convert their shares into book-entry form.

We hereby request all such member of International Industries Limited who are holding shares in physical form to convert their shares into book-entry form at the earliest. They are also suggested to contact the Central Depository Company of Pakistan Limited or any active member / stock broker of the Pakistan Stock Exchange to open an account in the Central Depository System and to facilitate conversion of physical shares into book-entry form. Members are informed that holding shares in book-entry form has several benefits including but not limited to;

- Secure and convenient custody of shares
- Conveniently tradeable and transferable
- No risk of the loss, damage or theft
- No stamp duty on transfer of shares in book-entry form
- Hassle free credit of bonus or right shares

We once again strongly advise members of the Company, in their best interest, to convert their physical shares into bookentry form at earliest.

12. Electronic voting:

Members can exercise their right to demand a poll subject to meeting requirements of Section 143 -145 of the Companies Act, 2017 and applicable clauses of the Companies (Postal Ballot) Regulations, 2018.

13. Filer And Non Filer Status

- i) The Government of Pakistan through Finance Act, 2021 in Section 150 of the Income Tax Ordinance, 2001 prescribed the following rates for withholding tax against dividend payments by the companies;
 - a) For filers of income tax returns 15%
 - b) For non-filers of income tax returns 30%

Members 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 to avoid higher tax deductions against any future dividend.

ii) For any query / problem / information, the investors may contact the Share Registrar at the following phone Numbers, email address:

M/s CDC Share Registrar Services Limited CDC House, 99-B, Block "B", S.M.C.H.S, Shahrah-e-Faisal, Customer Support Service Nos: +92-080023275 E-mail : info@cdcsrsl.com

iii) The corporate shareholders having CDC accounts are required to have their National Tax Number (NTN) updated with their respective participants, whereas corporate physical shareholders should send a copy of their NTN certificate to the Share Registrar i.e. M/s CDC Share Registrar Services Limited. The shareholders while sending NTN or NTN certificates, as the case may be, must quote company name and their respective folio number.



ايجند ب كاآتم نمبر 4

بطورممبران آپ کو معلوم ہے کہ ہم نے اس سال کے شروع میں کنونی میں بطور چیف انگر نیکو آفیسر جناب ریاض ٹی چنائے کے اعترفنی کے بعد قیادت میں تبدیل کی تھی۔ اس وقت مسئر کمال اے چنائے ، کمچنی کے نان انگر نیکو ڈائر کیٹر کے طور پر ، بغیر ک

معاد صے کے چیف بگز کینوا فیسر سے طور پرقدم کسے اور کام کرنے پررضامند ہوئے اورا کیے کل وقتی چیف بگز بکٹو آ فیسر کی شاخت میں کپنی کی مد دکرنے پر راضی ہوئے۔مسٹر کمال اے چنائے نے کپنی کے کاروبار پرخصوصی قوجہ دی اور قیادت میں آسان منتقل کو یکنی جائے اور کپنی کو شکلم کرنے میں اہم کر ارادا کیا۔

بورڈ آف ڈائر کیٹرز نے 201 گستر 2021 کوسٹر کمال اے چنا کے لغیر موجودگی میں اپنے ممبر ان کوسفار ٹر کرنے کا فیصلہ کیا کہ دومسٹر کمال اے چنا نے کی طرف سے گی ٹی فیر معمولی کوششوں کیلئے خیر سگالی کے طور پر 10 ملین رو پے کی رقم کی ادائیگی کی منظوری دیں -اس مقصد کیلئے، بورڈ آف ڈائر کیٹرز نے تجویز بیش کی ہے کہ 30 ستبر 2021 کو ہونے والی تینی کی سالانہ اجلاس عام میں بلانے والے نوٹس میں ایجنڈ سے کہ تی مٹی گی گر ارداد ادکوا کیے مار در کے طور پر سمجا اور منظور کیا جائے۔

ايجند ب كا آئتم نمبر 5

28 ستبر 2017 کو منعقدہ ہے 69 دیں سالا نہ اجلال عام میں شیئر ہولڈرز نے پہلے ہی منظوری دے دی ہے کہ سکیلا رایز ایٹر بیٹی بیٹین کے 2016/l)/2016 مودند 31 مئی 2016 کے مطابق سالا نہر پورٹس کی ی ڈی/ ڈی دی ڈی / یوالس بی پر مانٹ کا پی کی صورت میں تر سل کی جائے ہوا ہے ان کے کہ سالان آڈ نے شدہ مالی بیانات کو بارڈکا پی کی شک

ندکور منظوری کے علاوہ کیلیزا یک 2017 کے سیکش (6) 223 کے تحت ہر کیٹی کواجازت ہے کدانچۂ آڈٹ شد وہ ایاتی انٹیٹنس کے ساتھ آڈیلز کی رپورٹ ،ڈائر یکٹرز کی رپورٹ اورا یک لنڈ کیٹی کی صورت میں چیئر مین کی جائزہ رپورٹ ،اجاں عام کے نوٹس کی وصولی کافق رکھنے اور کیٹی کے ہر میرکواور برگھن کوائی میں این کی طائر تھی کے ایک کی کی میں ایک کی میں ایک کاپی رکھے۔

بنا کافذ دانے ماحل کی طرف بڑھنے اورا پٹی ماحولیاتی ذمد ار یوں کو پورا کرنے کیلیے، اخزیفشن ایڈسٹر پر للمیٹر نے اپ شیر میں اور ان کی خاص کی طرف بڑھنے اور پٹی ماحول آ ڈٹ شدہ مالیاتی اعظمنس ، آڈیٹر ڈک ریورٹ ، چیئر میں کا جائزہ، ڈائر لیکٹر رپورٹ اور سالانہا جان عام سے نوٹس کی ای میک ان ڈی دی ڈی ایک بی سے ذریعہ حام آراد اد عظوری کا درخواست ک ہے بجائے 2017 سیکٹن (6) 223 سیکٹس (6) 223 سیکٹ اور ت دی گئی ہے۔ تاہم، دلچیں رکھی ان کی بذریعہ حام آراد اد عظوری کا درخواست ک ہے بجائے اسکے کہ سالانہ رپورٹ بیٹوں آ ڈٹ شدہ مالیاتی اعظمنس ، آڈیٹر ڈی ریورٹ ، چیئر میں کا جائزہ، ڈائر لیکن 2017 سیکٹن (6) 223 سیکٹس (6) دی اور ت دی گئی ہے۔ تاہم، دلچیں رکھی دائش ہولڈرزان کی بارڈ کا پلی کوسورے میں وصولی کا انتخاب کر تکتے ہیں۔

· - غير کليم شده نفذ منافع مطسمه اور بونس شيئرز

شیئر ہولڈرز جو کی بھی دجہ ہے، اپنے ڈیڈیڈاور ایا یون شیئر زکلیم نیں کر سکے ہیں، اپنے فیرکلیم شدہ منافع مطقعہ اور ایا پون شیئر زکود صول کا حاصل کرنے کیلیے تھارے شیئر رجنرار میں رزی ڈی تی شیئر رجنرار سر دسرلمیٹیڈ ہے راہلہ کر کے اپناکلیم یظنی طور پر داخل کردائمیں ۔

۱۰ منافع مظسمه کی الیکٹرونک ذریعہ سے ادائیگ

۱۱ فزیکل شیئرز کی بک انٹری کی شکل میں تبدیلی

کمپنزا یک 2017 سے تشن 72 کتر ، تمام موجود کمپنیوں کیلے لازم ہے کہ کمپنیزا یک 2017 کی مؤثر تاریخ سے چار سال کی مدت کے اندرا بے فو یکل شیئرز کوئبک انٹری کی شکل میں تبدیل کریں۔

سکیور ٹیزا بیڈ ایم پیٹی آف پاکستان نے اپنے سرکلرنمبر CSD/ED/Misc./2016-639-640 مودند 26 مارچ 2021 کے ذریعے لسلہ کمپنیوں کو ہوایت دی ہے کہ دوڈو یکل شیئر ذرکھے والے ان ممبران کواپنے شیئر زبک انٹری کی تفکل شرائبد لی کرنے کیلیے قال کر میں جنہوں نے ابھی تک ایسانیوں کیا ہے۔

ہم بذریعہ بلدائٹریشن انڈسزیز لمیلڈ کے فزیکل شیئرز رکھے والے تمام ممبران سے درخواست کرتے ہیں کہ جنگی جلدی ممکن ہوانٹیں بک انٹری کی شکل میں تبدیل کرلیں۔ ان کویہ بھی تجویز دی جاتی ہے کہ وہ سینرل ڈیازٹری کپنی آف پاکستان یا پاکستان اساک پیچنی کے بھی فعال رکن/ اسٹاک بروکر سے رابطہ کریں تا کہ سینل ڈیازٹری سلم میں اکا خاص کو بیکن تک کی شک

ممبران کو مطلع کیا جا تا ہے کہ بُک انٹری کی شکل میں شیئر زر کھنے کے کٹی فوائد ہیں:

- شيئرز کې محفوظاورآ سان تحويل
- کاروباراور نتقلی میں *سہول*ت
- نقصان، ضرر یا چوری کا کوئی خطرہ نہیں
- بگ انٹری کی شکل میں شیئرز کی منتقل پر کوئی اسٹیمپ ڈیوٹی نہیں
 - بناکسی پریشانی کے بونس یارائٹ شیئر زکریڈٹ

سمپنی کے مبران کے مفادیس ہم ایک بار پھر، ہم پُر زورتا کیدکرتے ہیں کہ اپنے فزیکل شیئر زکوجلدا زجلد بک انٹری کی شکل میں تبدیل کریں۔

ار الیشردنک ذرایجہ سے دونتگ

ممبران دوٹ دینے کیلئے اپنے اس حق کا مطالبہ کر سکتے ہیں جو کمپنیزا کیل 2017 کے سیکش 145-143 میں اجلاس کی شرائطاور کمپنیز (پوٹل میلے)ریگولیشز 2018 کی لاگوشتوں کی قلیل سے مشروط ہے۔

۱۳ فامکرزاورتان فامکرز

() () توسیع کمت یا کتان نے اکم تکس آرڈینٹ 2001 سیکٹ 100 کے تیکش 100 میں فانس ایک ، 2021 کے ذریعے کمپنیوں کی جانب سے منافع کی ادایکی کمیلیے ود ولڈیک تیکس کی درج ذیل شرعیس مقرر کی ہیں ؛ () اکم تیکس میڑان فاکس زیر نے والوں کیلئے۔ 30% ووم ہران جن کے نام ایف ٹی آر کی ویہ سائٹ پر ڈرام کردوا تیٹیویکس پیئر زلٹ (ATL) میں درج نہیں میں ، اس تقیقت کے باوجود کہ دوفا کر ہیں ، انہیں مطور و دیا جاتا ہے کہ دوا اس کیلئے۔ 30% مستقبل میں تیکس کی زیادہ کو قبل میٹر ایک مردوا تیٹیویکس پیئر زلٹ (ATL) میں درج نہیں میں ، اس تقیقت کے باوجود کہ دوفا کر ہیں ، انہیں مطور و دیا جاتا ہے کہ دوا سے ٹی ایل میں اپنے نام کا اعداد یا تیٹی بنا نمیں ایک مستقبل میں تیکس کی زیادہ کو قبل سی جس سائٹ پر ڈالٹ (ATL) میں درج نہیں ہیں ، اس تقیقت کے باوجود کہ دوفا کر ہیں مستقبل میں تیکس کی زیادہ کو تی سے تیا جائے۔ () ایک سی تیکس وال استار اصلاحات کیلیے بشیئر رجز ار سے درجان کی زلسٹ (ATL) میں درج نہیں ہیں ، اس تقیقت کے باوجود کہ دوفا کر ہیں ، انہیں مطور و دیا جاتا ہے کہ دوا سے ٹی ایل میں اپنے نام کا اعداد نا یقتی بنیں تا کہ مستقبل میں تیکس کی زیادہ کو تی سے تیا جائے۔ میسرزی ڈی می تیکس میں جان سے دیک مسلسکہ ایک بی میں ان گی دیکس ہیں ، اس تقیقت کے باوجود کی دوفا کر ہیں میں ایس خ

سترسیورٹ سروس نمبر: info@cdcsrsl.com ، ای میل info@cdcsrsl.com

iii) ی وی کی کا کا نیش رکھنے الے کار پوریٹ شیئر ہولڈرز کا بے متعلقہ پارٹیسچنٹ کے ساتھا بے بیشل نیکن نمبر (NTN) پ ڈیٹ کر نامر وری میں ، جبکہ کار پوریٹ فیل شیئر بولڈرز کوا جے این ٹی این سر نیفکیٹ کی لیک کا پی شیئر رجزار میسرزی وی شیئر رجزار مرد مرلینڈ کو شیخنی جی – NTN یا NTN سر نیفکیٹ ، جو کام صورت ہو، جیچے وقت شیئر ہولڈرز کو کپنی کا م اوران کے متعلقہ فولیونسر کا حالہ دینا ضروری ہے ۔

53x4