



September 14, 2026

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

RE: **NOTICE OF ANNUAL GENERAL MEETING - 2026**

Dear Sir;

The Annual General Meeting of the International Industries Limited will be held on Wednesday, October 7, 2026 at 10:30 a.m. at the Beach Luxury Hotel, Off: M.T. Khan Road, Karachi.

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 &
Head of Legal Affairs



International Industries Ltd.

101 Beaumont Plaza,
10 Beaumont Road, Karachi | Pakistan

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iil.com.pk



Notice of Annual General Meeting

Notice is hereby given to the Members that the 78th Annual General Meeting of International Industries Limited will be held on Wednesday, October 7, 2026 at 10.30 a.m. at the Beach Luxury Hotel, Off: M.T. Khan Road, Karachi, as well as through video conferencing facility to transact the following business:

Ordinary Business

Financial Statements

1. To receive, consider, and adopt the Audited Annual Financial Statements (unconsolidated and consolidated) of the Company for the year ended June 30, 2026, together with the Reports of the Directors and Auditors thereon.

As required under Section 223 of the Companies Act 2017 and in terms of S.R.O No. 389(I)/2023 dated March 21, 2023, the Annual Report including the Notice of Meeting and Financial Statements of the Company has been transmitted to the shareholders and uploaded on the website of the Company which can be viewed using the following link or QR enable code:

<https://iil.com.pk/en/page/investors/financial-information>



Dividend

2. To consider and approve the payment of Rs. 5.0 per share (50%) as the final cash dividend, in addition to the 20% interim cash dividend announced and already paid, making a total dividend of Rs. 7.0 per share (70%) for the financial year ended June 30, 2026, as recommended by the Board of Directors.

Auditors

3. To appoint statutory auditors of the Company for the year ending June 30, 2027 and fix their remuneration. The 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

4. Approval of the holding of Office of Profit by Mr. Zain K. Chinoy

To consider and if thought fit to approve the holding of "office of profit" by Mr. Zain K. Chinoy, an elected Director of the International Industries Limited as Executive Director of the Company and that for this purpose the following resolution be passed as and by way of ordinary resolution:

"RESOLVED THAT approval be and is hereby granted to Mr. Zain K. Chinoy, an elected Director of the International Industries Limited, who is in full time employment with the Company, for holding an office of profit as Executive Director of the Company and the payment of remuneration to him for his period of service in accordance with his contract of service and the applicable service rules of the Company (including without limitation salary, bonuses, incentives, perquisites, allowances and retirement benefits)".

5. Disposal of Investment in Associated Company, Chinoy Engineering & Construction (Private) Limited

To consider and if deemed fit, pass with or without modification(s), addition(s) or deletion(s), the following Special Resolution(s) under the applicable Section(s) of the Companies Act, 2017, as recommended by the Board of Directors of the Company:

“RESOLVED THAT subject to compliance with all applicable laws, regulations and requisite regulatory approvals, the Company be and is hereby authorized to accept the offer of Chinoy Engineering & Construction (Private) Limited (“CECL”), an associated company, for the buy-back of its 4,845,000 (Four Million Eight Hundred Forty-Five Thousand) ordinary shares of PKR 10 each held by International Industries Limited (“IIL”), representing IIL’s entire 17% shareholding in the paid-up capital of CECL, at a price of PKR 72.24 per share, for an aggregate consideration of PKR 350,000,000 (Pakistani Rupees Three Hundred Fifty Million only).

FURTHER RESOLVED THAT the Chief Executive Officer, Chief Financial Officer and Company Secretary of International Industries Limited, or any person(s) authorized by any of them, be and are hereby jointly and severally authorized and empowered, for and on behalf of the Company, to take all such actions, execute and deliver all such documents, and do all such acts, deeds and things as may be necessary, expedient or incidental to give effect to the foregoing resolution and complete the transaction, including, without limitation, making all requisite applications, filings, submissions and disclosures with the Securities and Exchange Commission of Pakistan (“SECP”), Pakistan Stock Exchange Limited (“PSX”) and/or any other authority, and obtaining all regulatory, contractual or third-party approvals, consents or permissions as may be required under applicable laws, regulations or agreements.

FURTHER RESOLVED THAT the aforesaid resolutions shall be subject to any amendments, modifications, additions, or deletions as may be suggested, directed, or required by the SECP or any other regulatory body, which changes shall be deemed to be part of these special resolutions without the need of the shareholders to pass fresh resolutions unless the same is substantial.

Any other Business

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

The information as required under section 134(3) of the Companies Act, 2017 is being provided along with the Notice of the Annual General Meeting being sent to the Shareholders.

By Order of the Board
International Industries Ltd.

M. Irfan Bhatti
Company Secretary &
Head of Legal Affairs

Karachi: August 20, 2026

SPECIAL BUSINESS

Statement of Material Facts U/s 134(3) of the Companies Act, 2017

Agenda Item-4 - Approval of the holding of Office of Profit by Mr. Zain K. Chinoy

In accordance with Section 171(1)(c)(i) of the Companies Act, 2017, approval of the shareholders is requested for Mr. Zain K. Chinoy, an elected Director of the International Industries Limited and who is in full time employment with the Company, for holding an office of profit as Executive Director of the Company and the payment of remuneration to him for his period of service in accordance with his contract of service and the applicable service rules of the Company (including without limitation salary, bonuses, incentives, perquisites, allowances and retirement benefits).

Agenda Item 5 – Disposal of Investment in Associated Company Chinoy Engineering & Construction (Private) Limited

The Company is desirous to accept the offer of Chinoy Engineering & Construction (Pvt) Limited (CECL), an associated company, to buy-back its 4,845,000 (Four Million Eight Hundred Forty-Five Thousand only) ordinary shares of PKR 10 (Pakistani Rupees Ten), which is the total 17% holding of the International Industries Limited in the paid-up capital of CECL, each at a price of Rs.72.24 per share making a total selling price of PKR 350,000,000/- (Pakistani Rupees Three Hundred Fifty Million only).

Background and Rationale

ILL acquired 4,845,000 shares (17%) in Chinoy Engineering & Construction (Private) Limited (CECL) in August 2024 at PKR 10 per share, representing an investment of PKR 48.45 million. CECL is principally engaged in works relating to construction business.

Management has negotiated the disposal of ILL's entire 17% shareholding for PKR 350 million, equivalent to PKR 72.24 per share. The proposed disposal would generate an estimated pre-tax gain of PKR 301.55 million.

The disposal is proposed subject to necessary statutory and corporate approvals.

Accordingly, Management recommends disposal of ILL's entire 17% holding of 4,845,000 CECL shares at PKR 72.24 per share for PKR 350 million, thereby crystallizing substantial returns while mitigating the increased logistics, business and financial risks associated with the construction business and CECL's projects in hand.

Details as per SRO 423(I)/2018, dated April 3, 2018

Special Business relating to members' approval for sell or disposal of sizeable part of undertaking thereof to be transacted under clause (a) of subsection (3) of Section 183 of the Companies Act, 2017.

The material facts required to be disclosed under S.R.O. 423 (I)/2018 dated April 3, 2018 where the Board of Directors proposes to sell or otherwise dispose of an "undertaking" or a "Sizeable part" thereof is provided below:



Sr. No.	SRO Description	Company Details
1	Detail of assets to be sold, leased or disposed of:	
a.	Description/Name of asset	4,845,000 Shares of Chinoy Engineering & Construction (Pvt) Ltd.
b.	Acquisition date of the asset	August 27, 2024
c.	Cost	PKR 48.45 million
d.	Revalued amount and date of revaluation (if applicable)	N/A
e.	Book value	PKR 48.45 million
f.	Approximate current market price/fair value	PKR 350 million - PKR : 72.24 per share
g.	In case of sale, if the expected sale price is lower than book value or fair value, then the reasons thereof	The sale price is higher than book value
h.	In case of lease of assets, tenure, lease rentals, increment rate; mode/basis of determination of lease rentals; and other important terms and conditions of the lease	N/A
i.	Additional information in case of disposal of land: (i) Location; (ii) Nature of land (iii) Area proposed to be sold	N/A
2.	The proposed manner of disposal of the said assets	CECL has offered to buy back its shares. The Company would like to accept the buy-back offer, subject to all statutory and regulatory approvals.
3.	In case the company has identified a buyer, who is a related party the fact shall be disclosed in the statement of material facts	CECL is a Related Party and this has been disclosed in the statement of material facts.
4.	Purpose of the sale, lease or disposal of assets along with following details	To crystallize substantial returns while mitigating the increased logistics, business and financial risks associated with the construction business and CECL's projects in hand.
a.	Utilization of the proceeds received from the transaction	To further improve working capital
b.	Effect on operational capacity of the company, if any	Nil
c.	Quantitative and qualitative benefits expected to accrue to the members	To crystallize substantial returns while mitigating the increased logistics, business and financial risks associated with the construction business and CECL's projects in hand.

The documents pertaining to foregoing special business have been kept at the registered office of the Company and may be inspected during business hours on any working day from the date of publication of this notice till the conclusion of the general meeting.

The Directors are not interested, directly or indirectly, in the above special businesses, other than as Directors and shareholders of the Company.

In light of the above, the Board of Directors of the Company in their meeting held on August 20, 2026 have recommended the above proposal by the management.

Notes:

1. Participation in the AGM via Video Conferencing Facility:

Shareholders interested in attending the meeting through video conferencing are requested to email the following information with the subject "Registration for International Industries Limited AGM 2026" along with a valid copy of both sides of their Computerized National Identity Card (CNIC) to investors@iil.com.pk. Video link and login credentials will be shared with members whose emails, containing all the required particulars, are received at least 48 hours before the time of AGM.

Registration to attend the Annual General Meeting through Video Conferencing Facility

1. FolioNo./CDC investors A/cNo./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 29, 2026 to October 7, 2026 (both days inclusive) to establish the right to attend the Annual General Meeting and to receive the dividend declared.

3. Attending AGM and Appointment of Proxy

- A. 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.
- B. An instrument appointing a 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.
- C. 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.

i) For Attending AGM

- a. 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 their Computerized National Identity Card (CNIC) at the time of attending the meeting.
- b. In case of a corporate entity, a 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.

ii) For Appointing Proxy

- a. In the case of individuals, the account holder or sub-account holder whose registration details are uploaded as per CDC regulations shall submit the Proxy Form as per the above requirement.
- b. Attested copies of the 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.

4. Mandatory Information (Email, CNIC, IBAN and Zakat Declaration)

- A. In compliance with Section 119 of the Companies Act, 2017 and Regulation 19 Companies (General Provisions and Forms) Regulations, 2018 members are requested to immediately provide their mandatory information such as CNIC number, updated mailing address, email, contact mobile/telephone number and International Bank Account Number (IBAN) together with a copy of their CNIC to update our records and to avoid any non-compliance of the law. 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
- B. Members are requested to submit a declaration (CZ-50) as per Zakat & Ushr Ordinance 1980 for zakat exemption and advise a change in address if any.

5. Unclaimed Dividends and Bonus Shares

Shareholders, who for 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.

6. E-Dividend Mandate

As per Section 242 of the Companies Act, 2017, in the 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) and details in the Central Depository System through respective participants. In case of physical shares, 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. The e-Dividend mandate form is enclosed.

7. 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 book-entry 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 members 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/stockbroker of the Pakistan Stock Exchange to open an account in the Central Depository System 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 loss, damage or theft

- No stamp duty on transfer of shares in book-entry form
- Seamless 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 book-entry form at the earliest.

8. Filer and Non-Filer Status

i) The Government of Pakistan through the Finance Act, 2026 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 Taxpayers List (ATL) provided on the FBR website, although they are filers, are advised to make sure that their names are entered into the ATL to avoid higher tax deductions against dividends.

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

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

iii) 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 the company name and their respective folio number.

9. Polling On Special Business:

The members are hereby notified that pursuant to Companies (Postal Ballot) Regulations, 2018 (the “Regulations”), the SECP has directed all the listed companies to provide the right to vote through electronic voting facility and voting by post to the members on all businesses classified as special business.

Accordingly, members of the Company will be allowed to exercise their right to vote through electronic voting facility or voting by post for the special business in its forthcoming AGM to be held on October 7, 2026 in accordance with the requirements and subject to the conditions contained in the aforesaid Regulations.

A. Procedure for E-Voting:

I. Details of the e-voting facility will be shared through an e-mail on or after September 29, 2026 with those members of the Company who have their valid CNIC numbers, cell numbers, and e-mail addresses available in the register of members of the Company by the close of business on September 28, 2026.

II. The web address, login details, and password, will be communicated to members via email. The security codes will be communicated to members through SMS from the web portal of CDC Share Registrar Services Limited (being the e-voting service provider).

III. Identity of the Members intending to cast vote through e-voting shall be authenticated through electronic signature or authentication for login.

IV. E-Voting lines will start from October 4, 2026 to October 6, 2026 by 5.00 p.m. Members can cast their votes any time during this period. Once the vote on a resolution is cast by a Member, he / she shall not be allowed to change it subsequently.

B. Procedure for Voting Through Postal Ballot:

The members shall ensure that duly filled and signed ballot paper, along with copy of Computerized National Identity Card (CNIC), should reach the Chairman of the meeting through post on the Company's registered address 101 Beaumont Plaza, 10 Beaumont Road, , Karachi or email at chairman@iil.com.pk by or before 5:00 PM October 06, 2026. The signature on the ballot paper shall match the signature on CNIC.

10. INFORMATION ABOUT SCRUTINIZER

According to Regulations 4(4) and 11 of the Companies (Postal Ballot) Regulations 2018, the following information is being provided to the members about the scrutinizer for the upcoming Annual General Meeting to be held on October 07, 2026.

Name of Scrutinizer	UHY Hassan Naeem & Co., Chartered Accountants
Qualification and experience	Listed in QCR Rating issued by the Institute of Chartered Accountants of Pakistan. Experienced and seasoned members of ICAP with individual experience ranging from 33 years to 15 years. UHY is appointed as Scrutinizer under the Companies (Postal Ballot) Regulation 2018. They fulfill all the eligibility conditions laid down by the Regulations and have the necessary knowledge and experience to independently scrutinize the voting process.
Purpose of appointment	The company is required to appoint a scrutinizer for the purpose of voting in the general meeting to transact a business that pertains to approval of shareholders to accept the shares buyback offer by Chinoy Engineering & Construction (Pvt) Ltd., an associated company. Therefore scrutinizer has been appointed to observe that satisfactory procedures of the voting process including adequate precautionary measures are ensured and reported as mentioned under regulation 11A.

POSTAL BALLOT PAPER

for voting through post for the Special Business at the Annual General Meeting to be held on Wednesday, October 7, 2026 at 10.30 a.m. at the Beach Luxury Hotel, Off: M.T. Khan Road, Karachi.

Folio / CDS Account Number	
Name of Shareholder / Proxy Holder	
Registered Address	
Number of shares Held	
CNIC/Passport No. (in case of foreigner) (copy to be attached)	
Additional information and enclosures (in case of representative of body corporate, corporation, and federal Government)	
Name of Authorized Signatory	
CNIC/Passport No. (in case of foreigner) of Authorized Signatory (copy to be attached)	

Resolution For Agenda Item No. 4

“RESOLVED THAT approval be and is hereby granted to Mr. Zain K. Chinoy, an elected Director of the International Industries Limited, who is in full time employment with the Company, for holding an office of profit as Executive Director of the Company and the payment of remuneration to him for his period of service in accordance with his contract of service and the applicable service rules of the Company (including without limitation salary, bonuses, incentives, perquisites, allowances and retirement benefits)”.

Resolution For Agenda Item No. 5

“RESOLVED THAT subject to compliance with all applicable laws, regulations and requisite regulatory approvals, the Company be and is hereby authorized to accept the offer of Chinoy Engineering & Construction (Private) Limited (“CECL”), an associated company, for the buy-back of 4,845,000 (Four Million Eight Hundred Forty-Five Thousand) ordinary shares of PKR 10 each held by International Industries Limited (“IIL”), representing IIL’s entire 17% shareholding in the paid-up capital of CECL, at a price of PKR 72.24 per share, for an aggregate consideration of PKR 350,000,000 (Pakistani Rupees Three Hundred Fifty Million only).

FURTHER RESOLVED THAT the Chief Executive Officer, Chief Financial Officer and Company Secretary of International Industries Limited, or any person(s) authorized by any of them, be and are hereby jointly and severally authorized and empowered, for and on behalf of the Company, to take all such actions, execute and deliver all such documents, and do all such acts, deeds and things as may be necessary, expedient or incidental to give effect to the foregoing resolution and complete the transaction, including, without limitation, making all requisite applications, filings, submissions and disclosures with the Securities and Exchange Commission of Pakistan (“SECP”), Pakistan Stock Exchange Limited (“PSX”) and/or any other authority, and obtaining all regulatory, contractual or third-party approvals, consents or permissions as may be required under applicable laws, regulations or agreements.

FURTHER RESOLVED THAT the aforesaid resolutions shall be subject to any amendments, modifications, additions, or deletions as may be suggested, directed, or required by the SECP or any other regulatory body, which changes shall be deemed to be part of these special resolutions without the need of the shareholders to pass fresh resolutions unless the same is substantial.

INSTRUCTIONS FOR POLL

Instructions For Poll

1. Please indicate your vote by ticking (✓) the relevant box.
 2. In case if both the boxes are marked as (✓), your poll shall be treated as “Rejected”.
- I/we hereby exercise my/our vote in respect of the above resolution through ballot by conveying my/our assent or dissent to the resolution by placing tick (✓) mark in the appropriate box below;

Resolution	I/We approve to the Resolution (FOR)	I/We dissent to the Resolution(AGAINST)
Resolution For Agenda Item No. 4		
Resolution For Agenda Item No. 5		

NOTES:

1. Dully filled ballot paper should be sent to the Chairman at 101, Beaumont Plaza, 10 Beaumont Road, Karachi or email at investors@iil.com.pk
2. Copy of CNIC/ Passport (in case of foreigner) should be enclosed with the postal ballot form.
3. Ballot paper should reach the Chairman within working hours by or before Tuesday, October 6, 2026. Any postal ballot received after this date, will not be considered for voting.
4. Signature on ballot paper should match with signature on CNIC/ Passport (In case of foreigner).
5. Incomplete, unsigned, incorrect, defaced, torn, mutilated, over written poll paper will be rejected.
6. In case of a representative of a body corporate, corporation or Federal Government, the Ballot Paper Form must be accompanied by a copy of the CNIC of an authorized person, an attested copy of Board Resolution, / Power of Attorney, / Authorization Letter etc., in accordance with Section(s) 138 or 139 of the Companies Act, 2017 as applicable.
7. Ballot Paper form has also been placed on the website of the Company at: www.iil.com.pk Members may download the ballot paper from the website.

Shareholder / Proxy holder Signature/Authorized Signatory
(In case of corporate entity, please affix company stamp)

Date_____

10۔ جانچ کار کے بارے میں معلومات

کمپنیز (پوسٹل بیلٹ) ریگولیشنز 2018 کے ضوابط (4) اور 11 کے مطابق اگلے یعنی 7 اکتوبر 2026 کو منعقد ہونے والے سالانہ اجلاس عام کے جانچ کار بارے میں درج ذیل معلومات فراہم کی جارہی ہیں

جانچ کار کا نام	میسرز یو ایچ والی حسن نعیم اینڈ کمپنی، چارٹرڈ اکاؤنٹنٹس
قابلیت اور تجربہ	انسٹی ٹیوٹ آف چارٹرڈ اکاؤنٹنٹس آف پاکستان کی جاری کردہ کیو سی آر لسٹ میں شامل ہیں۔ آئی سی اے پی کے تجربہ کار اور پختہ کار ممبرز ہیں ریٹنگ ہوتے ہیں اور انفرادی طور پر 15 سے 33 سال کا تجربہ رکھتے ہیں۔ یو ایچ والی کو کمپنیز (پوسٹ بیلٹ) ریگولیشن 2018 کے تحت جانچ کار مقرر کیا گیا ہے۔ یہ ریگولیشنز میں دی گئی تمام شرائط پر پورا اترتے ہیں اور ووٹنگ کے طریقہ کار کی خود مختارانہ جانچ کے لئے ضروری علم اور تجربہ رکھتے ہیں۔
تقرر کرنے کا مقصد	کمپنی کو اجلاس عام میں ووٹنگ کے جانچ کار کا تقرر کرنا لازمی ہے جیسا کہ کمپنیز ایکٹ 2017 میں درج ہے، جس کا مقصد ایسوسی ایٹڈ کمپنی چنائے انجینئرنگ اینڈ کسٹرکشن (پرائیویٹ) لمیٹڈ کو اس کے اپنے شیئرز کی واپس فروخت کے لئے شیئر ہولڈرز کی منظوری کی قرارداد پر ووٹنگ کی جانچ ہو سکے۔ اس لئے جانچ کار کے تقرر کا مقصد یہ جانچ کرنا ہے کہ ووٹنگ کا طریقہ کار اطمینان بخش ہے نیز مناسب احتیاطی اقدام کو یقینی بنایا گیا ہے اور ریگولیشن 11 اے کے مطابق رپورٹ کردی گئی ہے۔

8۔ فانلر اور نان فانلر کا درجہ

ووٹنگ اور بذریعہ ڈاک ووٹ دینے کا حق استعمال کرنے کی اجازت دیں۔
اس کے مطابق 7 اکتوبر 2026 کو منعقد ہونے والے آئندہ اجلاس عام میں کمپنی کے
ممبرز کو خصوصی کاروبار کے لئے الیکٹرونک ووٹنگ کی سہولت یا بذریعہ ڈاک ووٹنگ
کی سہولت سے اپنے ووٹ کا حق استعمال کرنے کی اجازت ہوگی جو ضروریات
کے مطابق اور مذکورہ ضوابط میں دی گئی شرائط سے مشروط ہے۔

i. حکومت پاکستان کے انکم ٹیکس آرڈیننس 2001 کے سیکشن 150 کے فنانس
ایکٹ 2026 کے مطابق کمپنی کی جانب سے دیئے جانے والے ڈیویڈنڈ پر درج ذیل
شرح سے ودہولڈنگ ٹیکس کا نفاذ کیا ہے

(اے) انکم ٹیکس ریٹرنز کے فانلرز کے لئے 15%
(بی) انکم ٹیکس ریٹرنز کے نان فانلرز کے لئے 30%

A. ای ووٹنگ کا طریقہ کار
i. ای ووٹنگ کی سہولت کی تفصیلات 29 ستمبر 2026 سے کمپنی کے ان ممبرز کو
بذریعہ ای میل ارسال کی جائیں گی جن کے اپنے کارآمد سی این آئی سی نمبر، سیل
نمبر اور ای میل کا پتہ کمپنی کے ممبرز کے رجسٹر میں 28 ستمبر 2026 کو کاروباری
اوقات کے اختتام پر دستیاب ہوگا۔
ii. ممبرز کو ویب کا پتہ، لاگ ان کی تفصیلات اور پاس ورڈ ای میل کے ذریعے ارسال
کیا

وہ ممبرز جن کے نام ایف بی آر کی ویب سائٹ کی ایکٹیو ٹیکس پیئر لسٹ (اے ٹی
ایل) میں درج نہیں ہیں، باوجود اس کے کہ وہ فانلرز ہیں، ان کو ہدایت کی جاتی ہے
کہ وہ مستقبل میں ڈیویڈنڈ پر زیادہ ٹیکس کی کٹوتی سے بچنے کے لئے اس بات کو یقینی
بنائیں کہ ان کے نام اے ٹی ایل میں شامل ہیں۔

جائے گا۔ ممبرز کو سیکورٹی کوڈ سی ڈی سی شینر رجسٹرار سروسز لمیٹڈ (بطور ای سروس
پرووائیڈر) کے پورٹل سے بذریعہ ایس ایم ایس فراہم کئے جائیں گے۔
iii. ای ووٹنگ کے ذریعے ووٹ کاسٹ کرنے والے ممبران کی شناخت الیکٹرونک
دستخط یا لاگ ان
کے تصدیق کے ذریعے کی جائے گی۔

ii. کسی بھی استفسار / مسئلے / معلومات کے لئے شینر رجسٹرار سے درج ذیل فون نمبر
یا ای میل کے پتے پر رابطہ کریں میسرز سی ڈی سی شینر رجسٹرار سروسز لمیٹڈ، سی ڈی
سی ہاؤس، 99-بی، بلاک بی، ایس ایم سی ایچ ایس، شارع فیصل، کراچی۔
کسٹمر سپورٹ سروس نمبرز 080023275-92+
ای میل info@cdcsrsl.com

iv. ای ووٹنگ کی لائنز 4 اکتوبر 2026 سے دستیاب ہوں گی اور 6 اکتوبر 2026 کو شام
5:00 بجے بند ہو جائیں گی۔ ممبران اس مدت کے دوران میں کسی بھی وقت اپنا
ووٹ کاسٹ کر سکتے ہیں۔
ممبران کو قرارداد پر ایک مرتبہ کاسٹ کئے گئے ووٹ کے بعد دوبارہ تبدیل کرنے کی
اجازت نہیں ہوگی۔

iii. سی ڈی سی اکاؤنٹ رکھنے والے کارپوریٹ شینر ہولڈرز کو اپنے متعلقہ شرکاء کے
پاس اپنا قومی ٹیکس نمبر (این ٹی این) اپ ڈیٹ رکھنا چاہیئے، جبکہ کارپوریٹ فیکل
شینر ہولڈرز کو اپنے این ٹی این سرٹیفکیٹ کی ایک کاپی شینر رجسٹرار یعنی میسرز سی ڈی
سی شینر رجسٹرار سروسز لمیٹڈ کو بھیجینی ہوگی۔ این ٹی این یا این ٹی این سرٹیفکیٹس
بھیجتے وقت، جو بھی صورت ہو، شینر ہولڈرز کو کمپنی کا نام اور اپنا متعلقہ فوینو نمبر
درج کرنا لازمی ہے۔

9۔ خصوصی کاروبار کے لئے پولنگ

ممبران کو مطلع کیا جاتا ہے کہ کمپنیز (پوسٹل بیلٹ) ریگولیشنز 2018 (دی "ریگولیشنز")
کی بیرونی میں ایس ای سی پی نے تمام لسٹڈ کمپنیز کو ہدایت کی ہے کہ تمام ممبران کو
ایسے تمام کاروباروں پر، جو خصوصی کاروبار کے زمرے میں آتے ہیں، الیکٹرونک

B۔ پوسٹل بیلٹ کے ذریعے ووٹنگ کا طریقہ کار
ممبران اطمینان کر لیں کہ مکمل پر شدہ اور دستخط شدہ بیلٹ پیپر مع کمپیوٹرائزڈ قومی
شناختی کارڈ (سی این آئی سی) 6 اکتوبر 2026 کو شام 5 بجے سے پہلے کاروباری
اوقات میں میٹنگ کے چیئرمین کو کمپنی کے رجسٹرڈ پتے 101، بیومونٹ پلازہ، 10
بیومونٹ روڈ، کراچی پر یا بذریعہ ای میل chairman@iil.com.pk
پر مل جانی چاہیئے۔ بیلٹ پیپر پر کئے گئے دستخط سی این آئی سی پر کئے گئے
دستخط سے ملنا ضروری ہے۔

4۔ لازمی معلومات - (ای میل، سی این آئی سی، آئی بی اے ان اور زکوٰۃ ڈکلیئریشن)

(اے) کمپنیز ایکٹ، 2017 کے سیکشن 119 اور کمپنیز (جنرل ریگولیشنز اینڈ فارمز) ریگولیشنز، 2018 کے ریگولیشن 19 کی پیروی میں ممبرز سے درخواست ہے کہ اپنی لازمی معلومات جیسے سی این آئی سی نمبر، تازہ ترین میل کا پتہ، ای میل، رابطہ کا موبائل / ٹیلیفون نمبر اور انٹرنیشنل بینکنگ اکاؤنٹ نمبر (آئی بی اے این) مع اپنے سی این آئی سی کی کاپی جو ان کے ریکارڈ کو اپ ڈیٹ کرنے اور کسی قانون کی خلاف ورزی سے بچنے کے لئے درکار ہے، فوری طور پر فراہم کریں ورنہ کمپنیز (ڈسٹری بیوٹن آف ڈیویڈنڈز) ریگولیشن 2017 کے ریگولیشن 6 کی شرط کے مطابق ان کے تمام ڈیویڈنڈز روک لئے جائیں گے۔

• فزیکل شیئرز کے لئے میسرز سی ڈی سی شیئر رجسٹرار سروسز لمیٹڈ کو
• سی ڈی ایس شیئرز کے لئے سی ڈی سی انویسٹرز اکاؤنٹ سروسز یا متعلقہ شریک کو (بی) ممبران سے درخواست ہے کہ زکوٰۃ اینڈ عشر آرڈیننس 1980 برائے زکوٰۃ سے استثنیٰ کے مطابق ایک (ڈکلیئریشن CZ-50) اور پتہ میں تبدیلی، اگر ہے، کے لئے اطلاع جمع کرائیں۔

5۔ غیر کلیم شدہ ڈیویڈنڈز

ان شیئر ہولڈرز سے، جو کسی بھی وجہ سے اپنے ڈیویڈنڈ اور / یا بونس شیئرز کلیم نہ کر سکے ہوں، درخواست ہے کہ وہ اپنے غیر کلیم شدہ ڈیویڈنڈ اور / یا بونس شیئرز کے حصول کے بارے میں معلومات کے لئے ہمارے شیئر رجسٹرار میسرز سی ڈی سی شیئر رجسٹرار سروسز لمیٹڈ سے رابطہ کریں۔

6۔ ڈیویڈنڈ اینڈ ڈیٹ

کمپنیز ایکٹ 2017 کے سیکشن 242 کی رو سے پبلک لسٹڈ کمپنی ہونے کی صورت میں، نقد کی صورت میں قابل ادائیگی ڈیویڈنڈ صرف الیکٹرونک ذریعے سے براہ راست اہل شیئر ہولڈرز کی جانب سے مقرر کردہ بینک اکاؤنٹ میں بھیجا جائے گا۔ لہذا اس نوٹس کے ذریعے تمام شیئر ہولڈرز کو مطلع کیا جاتا ہے کہ اپنے بینک اکاؤنٹ نمبر اور دیگر تفصیلات متعلقہ شریک کے ذریعے سنٹرل ڈپازٹری سسٹم میں اپ ڈیٹ (IBAN) کرادیں۔

فزیکل شیئرز کی صورت میں، بینک اکاؤنٹ کی تفصیلات ہمارے شیئر رجسٹرار، میسرز سی ڈی سی شیئر رجسٹرار سروسز لمیٹڈ کو فراہم کریں۔ برائے مہربانی کسی بھی پریشانی سے بچنے کے لئے اس بات کو یقینی بنائیں کہ آپ کے کوائف جلد از جلد اپ ڈیٹ ہو جائیں۔ ای ڈیویڈنڈ اینڈ ڈیٹ فارم منسلک ہے۔

7۔ فزیکل شیئرز کی بک انٹری فارم میں تبدیلی

کمپنیز ایکٹ 2017 کے سیکشن 72 کے مطابق تمام موجودہ کمپنیز کے لئے لازمی ہے کہ اپنے فزیکل شیئرز کو جلد از جلد بک انٹری فارم میں تبدیل کروالیں۔ سیکورٹیز اینڈ ایکسچینج کمیشن آف پاکستان CSD/ED/Misc./2016-639-640 نے اپنے سرکلر نمبر مورخہ 26 مارچ 2021 کے ذریعے لسٹڈ کمپنیز کو ہدایت کی ہے کہ اپنے ایسے ممبران کو، جن کے شیئرز ابھی تک فزیکل فارم میں ہیں، ترغیب دیں کہ وہ انہیں بک انٹری فارم میں تبدیل کروالیں۔

لہذا ہم انٹرنیشنل انڈسٹریز لمیٹڈ کے تمام ایسے ممبران سے، جن کے شیئرز فزیکل فارم میں ہیں، درخواست کرتے ہیں کہ وہ اپنے شیئرز جلد از جلد بک انٹری فارم میں تبدیل کروالیں۔ ان کو یہ بھی تجویز دی جاتی ہے کہ فزیکل شیئرز کے بک انٹری فارم میں تبدیلی کی سہولت کے لئے سینٹرل ڈپازٹری کمپنی آف پاکستان یا پاکستان اسٹاک ایکسچینج کے کسی فعال ممبر / اسٹاک بروکر سے رابطہ کریں۔

ممبران کو مطلع کیا جاتا ہے کہ شیئرز کے بک انٹری فارم میں ہونے کے کئی فائدے ہیں، جن میں درج ذیل اور مزید بھی ہیں

* شیئرز کی محفوظ اور با سہولت تحویل

* باسانی تجارت اور آسان منتقلی

* کم ہو جانے، نقصان پہنچنے یا چوری کا کوئی خدشہ نہیں

* بک انٹری فارم میں ہونے کی صورت میں شیئر کے ٹرانسفر کرنے پر کوئی اسٹیمپ ڈیوٹی نہیں۔

* بونس یا رائٹ شیئرز کی بلا رکاوٹ کریڈٹ

ہم کمپنی کے ممبران کو ایک مرتبہ پھر پر زور ہدایت کرتے ہیں کہ وہ اپنے مفاد میں اپنے فزیکل شیئرز کو جلد از جلد بک انٹری فارم میں تبدیل کروالیں۔

ویڈیو لنک اور لاگ ان کی تفصیلات صرف ان ممبرز کے ساتھ شیئر کی جائیں گی جن کی ای میل تمام مطلوبہ تفصیلات کے ساتھ اے جی ایم کے انعقاد کے وقت سے کم از کم 48 گھنٹے قبل وصول ہوں۔
شیئر ہولڈرز اے جی ایم کے ایجنڈا آئٹمز کے لئے اپنا تبصرہ اور سوالات اس ای میل پر بھیج سکتے ہیں investors@iil.com.pk

1- اے جی ایم میں بذریعہ ویڈیو کانفرنس شرکت کی سہولت جو شیئر ہولڈرز ویڈیو کانفرنسنگ کے ذریعے اجلاس میں شامل ہونے میں دلچسپی رکھتے ہوں، ان سے درخواست ہے کہ وہ درج ذیل معلومات مع عنوان "رجسٹریشن برائے انٹرنیشنل انڈسٹریز لمیٹڈ اے جی ایم 2026" کے علاوہ کمپیوٹرائزڈ قومی شناختی کارڈ کی دونوں طرف کی کارآدکاپی کے ہمراہ اس پتے پر ای میل کریں investors@iil.com.pk

سالانہ اجلاس عام میں بذریعہ ویڈیو کانفرنسنگ شرکت کے لئے رجسٹریشن

- 1 فولیو نمبر / سی ڈی سی اکاؤنٹ انویسٹرز اکاؤنٹ نمبر / سب اکاؤنٹ نمبر
- 2 شیئر ہولڈر کا نام
- 3 سیل فون نمبر
- 4 ای میل کا پتہ
- 5 اے جی ایم میں شرکت کے استحقاق کے ثبوت کے لئے کتب کی بندش کے پہلے روز اپنے پاس موجود شیئرز کی تعداد

2- شیئر ٹرانسفر بکس کی بندش

ممبرز کا رجسٹر اور شیئر ٹرانسفر بکس 29 ستمبر 2026 سے 7 اکتوبر 2026 تک (دونوں ایام شامل ہیں) سالانہ اجلاس عام میں شرکت اور اعلان کردہ ڈیویڈنڈ کے استحقاق کا تعین کرنے کے لئے بند رہیں گی۔

i سالانہ اجلاس عام کے لئے

(اے) فرد واحد کی صورت میں، اکاؤنٹ ہولڈر یا سب اکاؤنٹ ہولڈر کو، جس کی سیکورٹیز اور ان کی رجسٹریشن کی تفصیلات ضوابط کے مطابق اپ لوڈ کی گئی ہیں، اجلاس میں شرکت کے وقت اپنی شناخت کے ثبوت کے لئے کمپیوٹرائزڈ قومی شناختی کارڈ (سی این آئی سی) پیش کرنا ہوگا۔

(بی) کارپوریٹ ادارے کی صورت میں اجلاس عام میں شرکت کے وقت بورڈ آف ڈائریکٹرز کی قرارداد / پاور آف اٹارنی مع نامزد کردہ فرد کے نمونے کے دستخط پیش کرنا ہوں گے۔ (اگر پہلے نہ فراہم کر دیئے گئے ہوں۔)

(ii) پراکسی کے تقرر کے لئے

(اے) فرد واحد کی صورت میں، اکاؤنٹ ہولڈر یا سب اکاؤنٹ ہولڈر کو، جس کی رجسٹریشن کی تفصیلات سی ڈی سی کے ضوابط کے مطابق اپ لوڈ کی گئی ہیں، درج بالا شرائط کے مطابق پراکسی فارم جمع کرنا ہوگا۔

(بی) پراکسی فارم کے ساتھ بینی فیشیل اوزر کے سی این آئی سی کی تصدیق شدہ کاپیاں اور پراکسی پیش کرنا ہوگی۔ پراکسی کو اجلاس عام میں شرکت کے وقت اصلی سی این آئی سی پیش کرنا ہوگا۔

3- اے جی ایم میں شرکت اور پراکسی کا تقرر

اے۔ جو ممبر سالانہ اجلاس عام میں شرکت کرنے، بولنے اور ووٹ دینے کا اہل ہے، وہ کسی دوسرے ممبر کو شرکت کرنے، بولنے اور ووٹ دینے کے لئے اپنا پراکسی مقرر کر سکتا / کر سکتی ہے
بی۔ پراکسی مقرر کرنے کی دستاویز اور پاور آف اٹارنی یا کوئی دوسری اتھارٹی، جس کے تحت اس پر دستخط کئے گئے ہوں یا پاور یا اتھارٹی کی نوٹرائزڈ، سرٹیفائیڈ کاپی کمپنی کے رجسٹرڈ دفتر میں اجلاس کے وقت سے کم از کم 48 گھنٹے پہلے جمع کرنا لازمی ہے۔ پراکسی فارم منسلک ہے۔

سی۔ سی ڈی سی اکاؤنٹ ہولڈرز کو مزید سیکورٹیز اینڈ ایکسچینج کمیشن آف پاکستان کے سرکلر 1 مجریہ 26 جنوری 2000 میں درج رہنما ہدایات کی پیروی کرنا ہوگی۔

نمبر شمار	ایس آر او کی تفصیل	کمپنی کی تفصیلات
1	فروخت کئے جانے، لیز کئے جانے یا ختم کئے جانے والے اثاثہ کی تفصیلات	
اے	اثاثہ جات کا نام اور تفصیلات	چنائے انجینئرنگ اینڈ کنسٹرکشن (پرائیویٹ) لمیٹڈ کے 4,845,000 شیئرز
بی	اثاثہ جات کے حصول کی تاریخ	27 اگست، 2024
سی	قیمت	48.45 ملین پاکستانی روپے
ڈی	دوبارہ تعین کردہ قیمت اور تعین کرنے کی تاریخ (اگر قابل ذکر ہے)	لاگو نہیں
ای	دفتر میں درج مالیت	48.45 ملین پاکستانی روپے
ایف	موجودہ مارکیٹ کی قیمت / منصفانہ قدر	350 ملین پاکستانی روپے یا 72.24 فی شیئر
جی	فروخت کی صورت میں اگر متوقع قیمت فروخت دفتری قیمت یا مناسب قدر سے کم ہے، تو اس کی وجوہات	قیمت فروخت زیادہ ہے
ای	اثاثہ جات کی لیز کی صورت میں، مدت، لیز کا کرایہ، اضافہ کی شرح، لیز کے کرائے کے تعین کا طریقہ / بنیاد اور لیز کی دیگر اہم شرائط اور ضوابط	لاگو نہیں
آئی	زمین کو فروخت کی صورت میں اضافی معلومات i. جائے وقوعہ ii. زمین کی نوعیت iii. فروخت کئے جانے والا رقبہ	لاگو نہیں
2	مذکورہ اثاثہ جات کے فروخت کا مجوزہ طریقہ	سی ای سی ایل نے اپنے 17% شیئرز کو واپس خریدنے کی پیشکش کی ہے۔ کمپنی واپس خریدنے کی پیشکش منظور کرنے کی خواہشمند ہے، جو تمام قانونی اور ضوابط کی منظوری سے مشروط ہے۔
3	اگر کمپنی کسی خریدار کی شناخت کرتی ہے جو متعلقہ پارٹی ہے، تو کیا یہ مادی حقیقت کے بیان میں ظاہر کی جائیگی	سی ای سی ایل متعلقہ پارٹی ہے اور مادی حقائق کے بیان میں اس کو ظاہر کیا گیا ہے۔
4	شیئرز کی فروخت، لیز یا ڈسپوزل کا مقصد مع درج ذیل تفصیلات	شیئرز کی فروخت سے خاطر خواہ آمدنی حاصل کرنا نیز بڑھتے ہوئے کاروباری اخراجات اور تعمیرات کے کاروبار سے جڑے مالیاتی خدشات سے تحفظ حاصل کرنا۔
اے	اس لین دین سے حاصل ہونے والے فائدے کا استعمال	کمپنی کی سرمایہ کاری کو مزید بہتر کرنا
بی	کمپنی کی آپریشنز کی گنجائش پر کوئی اثر، اگر ہو	کوئی نہیں
سی	ممبرز کو حاصل ہونے والے مقدار کے یا معیار کے کوئی فائدے	شیئرز کی فروخت سے خاطر خواہ آمدنی حاصل کرنا نیز بڑھتے ہوئے کاروباری اخراجات اور تعمیرات کے کاروبار سے جڑے مالیاتی خدشات سے تحفظ حاصل کرنا۔

مندرجہ بالا خصوصی کاروبار سے متعلق دستاویز کمپنی کے رجسٹرڈ دفتر میں موجود ہیں جو اس اطلاع کی اشاعت کی تاریخ سے اجلاس عام کے اختتام تک کسی بھی کام کے دن کاروبار کے اوقات کے دوران میں دیکھے جاسکتے ہیں۔ ڈائریکٹرز کمپنی کے ڈائریکٹر اور شیئر ہولڈر ہونے کے علاوہ درج بالا خصوصی کاروبار میں براہ راست یا بالواسطہ کوئی دلچسپی نہیں رکھتے۔ درج بالا کی روشنی میں کمپنی کے بورڈ آف ڈائریکٹرز نے 20 اگست 2026 کو منعقدہ اپنی میٹنگ میں اختتامیہ کی جانب سے پیش کی جانے والی درج بالا تجویز کی سفارش کی ہے۔

ایجنڈا اٹم 5۔ ایسو سی ایٹڈ کمپنی چنائے انجینئرنگ اینڈ کنسٹرکشن (پرائیویٹ) لمیٹڈ کے اپنے شیئرز کی واپس فروخت کی منظوری
کمپنی ایسو سی ایٹڈ کمپنی چنائے انجینئرنگ اینڈ کنسٹرکشن (پرائیویٹ) لمیٹڈ (سی ای سی ایل) سے اپنے 10 روپے فی شیئر کی مالیت والے 4,845,000 (چار ملین آٹھ سو پینتالیس ہزار) شیئرز کی واپس خریداری کی پیشکش کی منظوری میں دلچسپی رکھتی ہے جو سی ای سی ایل کے ادا شدہ سرمایہ میں انٹرنیشنل انڈسٹریز لمیٹڈ کی کل 17% ہولڈنگ ہے اور 72.24 روپے فی شیئر کے حساب سے کل قیمت فروخت 350,000,000، پاکستانی روپے تین سو پچاس ملین پاکستانی روپے بنتی ہے۔

پس منظر اور دلائل

آئی آئی ایل نے اگست 2024 میں چنائے انجینئرنگ اینڈ کنسٹرکشن (پرائیویٹ) لمیٹڈ سے 10 روپے فی شیئر کے حساب سے 4,845,000 شیئرز (17%) خریدے جن کی کل مالیت 48.45 ملین پاکستانی روپے ہے۔ سی ای سی ایل بنیادی طور پر تعمیرات کے شعبہ سے منسلک ہے۔

انتظامیہ نے سی ای سی ایل میں کمپنی کی 17% شیئرنگ کو 24-72 روپے فی شیئر اور مجموعی طور پر 350 ملین روپے میں فروخت طے کی۔ فروخت ہذا سے کمپنی کو 301.55 ملین روپے قبل از ٹیکس کا فائدہ حاصل ہوگا۔ فروخت کی یہ تجویز تمام ضروری قانونی اور اجتماعی منظوریوں سے مشروط ہے۔

لہذا انتظامیہ نے آئی آئی ایل کی تمام 17% شیئر ہولڈنگ یعنی سی ای سی ایل کے تمام 4,845,000 شیئرز کو بحساب 72.24 روپے فی شیئر اور مجموعی طور پر 350 ملین روپے میں فروخت کرنے کی سفارش کی ہے جس سے سی ای سی ایل کی تعمیرات سے جڑے موجودہ پروجیکٹ کو ممکنہ طور پر درپیش نقل و حمل کے اضافی اخراجات اور مالی خدشات سے تحفظ حاصل ہوگا۔

SRO نمبر 423(1)/2018 مورخہ 3 اپریل 2018 کی تفصیلات

کمپنی کے ایک بڑے حصے کی فروخت یا خاتمے کے سلسلے میں ایکٹ 2017 کے سیکشن 183 کے ذیلی سیکشن (3) کی شق (اے) کے تحت ممبرز کی منظوری سے متعلق خصوصی کاروبار کی کارروائی انجام دی جائے گی مورخہ 3 اپریل 2018 کے ایس آر او 423 (1)/2018 کے تحت درکار معلومات درج ذیل ہیں

کی انجام دہی کرے گا جو مذکورہ بالا قرارداد کو موثر بنانے کے لئے ضروری، مناسب یا اتفاقیہ طور پر دیکھا جائے اور لین دین بشمول لامحدود تمام مطلوبہ درخواستیں، فائلنگ، سیکورٹی اینڈ ایکسچینج کمیشن آف پاکستان ("ایس سی پی")، پاکستان اسٹاک ایکسچینج ("پی ایس ایکس") اور/یا کسی اور اتھارٹی کے پاس جمع کرانی ہوں یا ظاہر کرنی ہوں اور ضوابط یا معاہدے کی رو سے درکار ہوں، سب کی انجام دہی کرے۔

مزید طے پایا کہ درج بالا قرارداد کسی ترمیمات، تجدید، اضافے یا حذف کرنے، جیسی بھی تجویز ہو یا ہدایت ہو یا ایس ای سی پی یا کسی دوسرے ضوابط کے ادارے کو مطلوب ہو سے مشروط ہے جو ان خصوصی قراردادوں کا حصہ سمجھی جائیں گی اور اس کے لئے شیئر ہولڈرز سے کسی منظوری کے لئے کسی نئی قرارداد پاس کرانے کی ضرورت نہیں ہے تا آنکہ کوئی بڑا معاملہ نہ ہو۔

کوئی اور امر

6۔ چیئرمین کی اجازت سے کسی اور امر کی انجام دہی جو سالانہ اجلاس عام میں کی جاسکتی ہو۔

کمپنیز کے ایکٹ 2017 کے سیکشن 134(3) کے تحت مطلوب معلومات شیئر ہولڈرز کو بھیجے جانے والے سالانہ اجلاس عام کے ساتھ فراہم کی گئی ہیں۔

بحکم بورڈ

انٹرنیشنل انڈسٹریز لمیٹڈ

ایم۔ عرفان بھٹی

کمپنی سیکرٹری اور ہیڈ آف لیگل افیئرز

کراچی: 20 اگست 2026

خصوصی کاروبار

کمپنیز ایکٹ 2017 کے سیکشن 134(3) کے تحت مادی حقائق کا اسٹیٹمنٹ

ایجنڈا اٹم 4۔ جناب زین کے چنائے آف آف دی پرافٹ کا عہدہ سنبھالنے کی منظوری
کمپنیز ایکٹ 2017 کے سیکشن (i) (سی) 171 کے مطابق شیئر ہولڈرز سے درخواست ہے کہ جناب زین کے چنائے کو، جو انٹرنیشنل انڈسٹریز لمیٹڈ کے منتخب ڈائریکٹر ہیں اور کمپنی میں کل وقتی ملازم ہیں، کمپنی کے ایگزیکٹو ڈائریکٹر کے طور پر آف آف پرافٹ کی خدمات انجام دینے کی منظوری دیں، جس میں خدمات کے معاہدے اور اور کمپنی کے لاگو ملازمت کے ضوابط کے مطابق ان کی مدت ملازمت میں مشاہرے کی ادائیگی (بشمول تنخواہ، بونسز، فوائد، مراعات، الاؤنمز اور ریٹائرمنٹ کے فوائد) کی جاسکے۔

اطلاع برائے سالانہ اجلاس عام

4۔ خصوصی امور

جناب زین کے چنانے کے Office of Profit کے طور پر تقرر کی منظوری انٹرنیشنل انڈسٹریز لمیٹڈ کے منتخب ڈائریکٹر اور بطور کمپنی کے ایگزیکٹو ڈائریکٹر جناب زین کے چنانے، کے آفس آف پرافٹ پر تقرر کے لئے غور کرنا اور مناسب معلوم ہو تو اس کی منظوری دینا۔ اور اس مقصد کے لئے درج ذیل قرارداد کو بطور عمومی قرارداد پاس کرنا۔

طے پایا کہ جناب زین کے چنانے کو، انٹرنیشنل انڈسٹریز لمیٹڈ کے ایک منتخب ڈائریکٹر جو کمپنی کے کل وقتی ملازم ہیں، بطور ایگزیکٹو ڈائریکٹر کی حیثیت سے آفس آف پرافٹ کا عہدہ سنبھالنے کی منظوری دی جاتی ہے اور ان کی مدت ملازمت کے دوران ان کو ملازمت کے معاہدے اور کمپنی کے ملازمت کے قواعد کے مطابق مشاہرے (بشمول تنخواہ، بونسز، فوائد، مراعات، الاؤنسز اور ریٹائرمنٹ کے فوائد) کی ادائیگی کی جائے گی۔

5۔ ایسوسی ایٹڈ کمپنی، چنانے انجینئرنگ اینڈ کنسٹرکشن (پرائیویٹ) لمیٹڈ میں اپنے

شیئرز کی واپس فروخت کی منظوری

بورڈ آف کمپنی کی سفارشات پر درج ذیل خصوصی قرارداد (قراردادوں) پر کمپنیز ایکٹ 2017 کے لاگو سیکشن (ز) کے تحت غور کرنا اور اگر مناسب ہو تو بلا ترمیم (ترمیمات)، اضافہ (اضافہ جات) یا حذف (حذف) منظور کرنا۔

طے پایا کہ تمام لاگو قوانین، ضوابط اور مطلوبہ ضابطوں کی منظوریوں سے مشروط، کمپنی کو اختیار حاصل ہے اور ہوگا کہ وہ ایسوسی ایٹڈ کمپنی چنانے انجینئرنگ اینڈ کنسٹرکشن (پرائیویٹ) لمیٹڈ ("سی ای سی ایل") کی جانب سے انٹرنیشنل انڈسٹریز لمیٹڈ ("آئی آئی ایل") کے پاس موجود 10 روپے فی شیئر والے 4,845,000 (چار ملین آٹھ سو پتالیس ہزار) شیئرز کی 72.24 روپے فی شیئر کے حساب سے واپس خریداری کی پیشکش کو منظور کرنے کی مجاز ہے۔ جس کی کل رقم 350,000,000 (پاکستانی تین سو پچاس ملین روپے صرف) بنتی ہے اور یہ سی ای سی ایل کے ادا شدہ سرمائے میں آئی آئی ایل کے کل 17% شیئر ہولڈنگ کو ظاہر کرتا ہے

مزید طے پایا کہ انٹرنیشنل انڈسٹریز لمیٹڈ کے چیف ایگزیکٹو آفیسر، چیف فنانشل آفیسر اور کمپنی سیکرٹری یا کوئی فرد (افراد) جو کمپنی کی طرف سے مجاز ہوں، مشترکہ طور پر یا انفرادی حیثیت میں با اختیار ہوں، ایسی تمام کارروائیاں انجام دے اور ایسی تمام دستاویزات کی تکمیل کرے گا اور فراہم کرے گا اور تمام ایسے کام، کاوش اور امور

بذریعہ ہذا ممبران کو مطلع کیا جاتا ہے کہ انٹرنیشنل انڈسٹریز لمیٹڈ کا 78 واں سالانہ اجلاس عام بروز بدھ 7 اکتوبر، 2026 کو صبح 10:30 بجے بمقام چنگ لکڑی ہوٹل، آف ایم ٹی خان روڈ، کراچی میں اور بذریعہ ویڈیو کانفرنسنگ، درج ذیل امور کی انجام دہی کے لئے منعقد ہوگا۔

عمومی کاروبار۔ مالیاتی اسٹیٹمنٹس

1۔ کمپنی کے آڈٹ شدہ سالانہ مالیاتی اسٹیٹمنٹس (غیر مجموعی اور مجموعی) برائے سال مختتمہ 30 جون 2026، مع ڈائریکٹرز اور آڈیٹرز کی رپورٹس وصول کرنا، ان پر غور کرنا اور ان کو منظور کرنا۔

کمپنیز ایکٹ 2017 کے سیکشن 223 اور ایس آر 2023/ (I) مورخہ 21 مارچ 389 او نمبر 2023 کے تحت سالانہ رپورٹ مع اجلاس کی اطلاع اور کمپنی کے مالیاتی اسٹیٹمنٹس شیئر ہولڈرز کو ارسال کردیے گئے ہیں اور کمپنی کی ویب سائٹ پر اپ لوڈ کردیے گئے ہیں، جو درج ذیل لنک یا کیو آر کوڈ کے ذریعے دیکھے جاسکتے ہیں۔

<https://iil.com.pk/en/page/investors/financial-information>



ڈیویڈنڈ

2۔ بورڈ آف ڈائریکٹرز کی سفارشات کے مطابق 5.0 روپے فی شیئر 50% کی بطور حتمی نقد ڈیویڈنڈ کی ادائیگی پر غور کرنا اور اس کی منظوری دینا، جو 20% عبوری نقد ڈیویڈنڈ کے علاوہ ہے جس کا اعلان اور ادائیگی کی جاچکی ہے جس سے مالیاتی سال مختتمہ 30 جون 2026 کے لئے کل ڈیویڈنڈ 7.0 روپے فی شیئر (70%) بنتا ہے۔

آڈیٹرز

3۔ مالی سال مختتمہ 30 جون 2027 کے لئے کمپنی کے قانونی آڈیٹرز کی تقرر کرنا اور ان کے مشاہرے کا تعین کرنا۔ ریٹائر ہونے والے آڈیٹرز میسرز اے ایف فرگوسن اینڈ کمپنی، چارٹرڈ اکاؤنٹنٹس نے، اہل ہونے کی بناء پر، خود کو دوبارہ تقرر کے لئے پیش کیا ہے جو باہمی متفقہ فیس اور روزمرہ خرچ کی بمطابق اصل ادائیگی پر کی جائے۔

NOTICE OF ANNUAL GENERAL MEETING



Notice is hereby given to the Members that the 78th Annual General Meeting of International Industries Limited will be held on Wednesday, October 7, 2026 at 10.30 a.m. at the Beach Luxury Hotel, Off: M.T. Khan Road, Karachi, as well as through Video Conferencing facility to transact the following business:

Ordinary Business
Financial Statements

1. To receive, consider, and adopt the Audited Annual Financial Statements (unconsolidated and consolidated) of the Company for the year ended June 30, 2026, together with the Reports of the Directors and Auditors thereon.
- As required under Section 223 of the Companies Act 2017 and in terms of S.R.O No. 389(I)/2023 dated March 21, 2023, the Annual Report including the Notice of Meeting and Financial Statements of the Company has been transmitted to the shareholders and uploaded on the website of the Company which can be viewed using the following link or QR enable code:

<https://iil.com.pk/en/page/investors/financial-information>



Dividend

2. To consider and approve the payment of Rs. 5.0 per share (50%) as the final cash dividend, in addition to the 20% interim cash dividend announced and already paid, making a total dividend of Rs. 7.0 per share (70%) for the financial year ended June 30, 2026, as recommended by the Board of Directors.

Auditors

3. To appoint statutory auditors of the Company for the year ending June 30, 2027 and fix their remuneration. The 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

4. Approval of the holding of Office of Profit by Mr. Zain K. Chinoy

To consider and if thought fit to approve the holding of "office of profit" by Mr. Zain K. Chinoy, an elected Director of the International Industries Limited as Executive Director of the Company and that for this purpose the following resolution be passed as and by way of ordinary resolution:

"RESOLVED THAT approval be and is hereby granted to Mr. Zain K. Chinoy, an elected Director of the International Industries Limited, who is in full time employment with the Company, for holding an office of profit as Executive Director of the Company and the payment of remuneration to him for his period of service in accordance with his contract of service and the applicable service rules of the Company (including without limitation salary, bonuses, incentives, perquisites, allowances and retirement benefits)".

5. Disposal of Investment in Associated Company, Chinoy Engineering & Construction (Private) Limited

To consider and if deemed fit, pass with or without modification(s), addition(s) or deletion(s), the following Special Resolution(s) under the applicable Section(s) of the Companies Act, 2017, as recommended by the Board of Directors of the Company:

"RESOLVED THAT subject to compliance with all applicable laws, regulations and requisite regulatory approvals, the Company be and is hereby authorized to accept the offer of Chinoy Engineering & Construction (Private) Limited ("CECL"), an associated company, for the buy-back of its 4,845,000 (Four Million Eight Hundred Forty-Five Thousand) ordinary shares of PKR 10 each held by International Industries Limited ("IIL"), representing IIL's entire 17% shareholding in the paid-up capital of CECL, at a price of PKR 72.24 per share, for an aggregate consideration of PKR 350,000,000 (Pakistani Rupees Three Hundred Fifty Million only).

FURTHER RESOLVED THAT the Chief Executive Officer, Chief Financial Officer and Company Secretary of International Industries Limited, or any person(s) authorized by any of them, be and are hereby jointly and severally authorized and empowered, for and on behalf of the Company, to take all such actions, execute and deliver all such documents, and do all such acts, deeds and things as may be necessary, expedient or incidental to give effect to the foregoing resolution and complete the transaction, including, without limitation, making all requisite applications, filings, submissions and disclosures with the Securities and Exchange Commission of Pakistan ("SECP"), Pakistan Stock Exchange Limited ("PSX") and/or any other authority, and obtaining all regulatory, contractual or third-party approvals, consents or permissions as may be required under applicable laws, regulations or agreements.

FURTHER RESOLVED THAT the aforesaid resolutions shall be subject to any amendments, modifications, additions, or deletions as may be suggested, directed, or required by the SECP or any other regulatory body, which changes shall be deemed to be part of these special resolutions without the need of the shareholders to pass fresh resolutions unless the same is substantial.

Any other Business

6. To transact with the permission of the Chair any other business which may be transacted at an Annual General Meeting. The information as required under section 134(3) of the Companies Act, 2017 is being provided along with the Notice of the Annual General Meeting being sent to the Shareholders.

Karachi: August 20, 2026

By Order of the Board
International Industries Ltd.

M. Irfan Bhatti
Company Secretary &
Head of Legal Affairs

SPECIAL BUSINESS
Statement of Material Facts U/s 134(3) of the Companies Act, 2017

Agenda Item-4 - Approval of the holding of Office of Profit by Mr. Zain K. Chinoy

In accordance with Section 171(1)(c) (i) of the Companies Act, 2017, approval of the shareholders is requested for Mr. Zain K. Chinoy, an elected Director of the International Industries Limited and who is in full time employment with the Company, for holding an office of profit as Executive Director of the Company and the payment of remuneration to him for his period of service in accordance with his contract of service and the applicable service rules of the Company (including without limitation salary, bonuses, incentives, perquisites, allowances and retirement benefits).

Agenda Item 5 – Disposal of Investment in Associated Company Chinoy Engineering & Construction (Private) Limited

The Company is desirous to accept the offer of Chinoy Engineering & Construction (Pvt) Limited (CECL), an associated company, to buy-back its 4,845,000 (Four Million Eight Hundred Forty-Five Thousand only) ordinary shares of PKR 10 (Pakistani Rupees Ten), which is the total 17% holding of the International Industries Limited in the paid-up capital of CECL, each at a price of Rs.72.24 per share making a total selling price of PKR 350,000,000/- (Pakistani Rupees Three Hundred Fifty Million only).

Background and Rationale

IIL acquired 4,845,000 shares (17%) in Chinoy Engineering & Construction (Private) Limited (CECL) in August 2024 at PKR 10 per share, representing an investment of PKR 48.45 million. CECL is principally engaged in works relating to construction business..

Management has negotiated the disposal of IIL's entire 17% shareholding for PKR 350 million, equivalent to PKR 72.24 per share. The proposed disposal would generate an estimated pre-tax gain of PKR 301.55 million.

The disposal is proposed subject to necessary statutory and corporate approvals.

Accordingly, Management recommends disposal of IIL's entire 17% holding of 4,845,000 CECL shares at PKR 72.24 per share for PKR 350 million, thereby crystallizing substantial returns while mitigating the increased logistics, business and financial risks associated with the construction business and CECL's projects in hand.

Details as per SRO 423(I)/2018, dated April 3, 2018

Special Business relating to members' approval for sell or disposal of sizeable part of undertaking thereof to be transacted under clause (a) of subsection (3) of Section 183 of the Companies Act, 2017.

The material facts required to be disclosed under S.R.O. 423 (I)/2018 dated April 3, 2018 where the Board of Directors proposes to sell or otherwise dispose of an "undertaking" or a "Sizeable part" thereof is provided below:

Sr. No.	SRO Description	Company Details
01	Detail of assets to be sold, leased or disposed of:	
a.	Description/Name of asset	4,845,000 Shares of Chinoy Engineering & Construction (Pvt) Ltd.
b.	Acquisition date of the asset	August 27, 2024
c.	Cost	PKR 48.45 million
d.	Revalued amount and date of revaluation (if applicable)	N/A
e.	Book value	PKR 48.45 million
f.	Approximate current market price/fair value	PKR 350 million - PKR: 72.24 / share
g.	In case of sale, if the expected sale price is lower than book value or fair value, then the reasons thereof	The sale price is higher than book value.
h.	In case of lease of assets, tenure, lease rentals, increment rate; mode/basis of determination of lease rentals; and other important terms and conditions of the lease	N/A
i.	Additional information in case of disposal of land: (i) Location; (ii) Nature of land (iii) Area proposed to be sold	N/A
2	The proposed manner of disposal of the said assets	CECL has offered to buy back its shares. The Company would like to accept the buy-back offer, subject to all statutory and regulatory approvals.
3	In case the company has identified a buyer, who is a related party the fact shall be disclosed in the statement of material facts	CECL is a Related Party and this has been disclosed in the statement of material facts.
4	Purpose of the sale, lease or disposal of assets along with following details	To crystallize substantial returns while mitigating the increased logistics, business and financial risks associated with the construction business and CECL's projects in hand.
a.	Utilization of the proceeds received from the transaction	To further improve working capital
b.	Effect on operational capacity of the company, if any	Nil
c.	Quantitative and qualitative benefits expected to accrue to the members	To crystallize substantial returns while mitigating the increased logistics, business and financial risks associated with the construction business and CECL's projects in hand.

The documents pertaining to foregoing special business have been kept at the registered office of the Company and may be inspected during business hours on any working day from the date of publication of this notice till the conclusion of the general meeting.

The Directors are not interested, directly or indirectly, in the above special businesses, other than as Directors and shareholders of the Company.

In light of the above, the Board of Directors of the Company in their meeting held on August 20, 2026 have recommended the above proposal by the management.

Notes:

1. **Participation in the AGM via Video Conferencing Facility:**
Shareholders interested in attending the meeting through video conferencing are requested to email the following information with the subject "Registration for International Industries Limited AGM 2026" along with a valid copy of both sides of their Computerized National Identity Card (CNIC) to investors@iil.com.pk. Video link and login credentials will be shared with members whose emails, containing all the required particulars, are received at least 48 hours before the time of AGM.

Registration to attend the Annual General Meeting through Video Conferencing Facility

1. FolioNo./CDC investors A/cNo./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 29, 2026 to October 7, 2026 (both days inclusive) to establish the right to attend the Annual General Meeting and to receive the dividend declared.

3. Attending AGM and Appointment of Proxy

A. 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.

B. An instrument appointing a 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.

C. 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.

i) For Attending AGM

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

b. In case of a corporate entity, a 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.

ii) For Appointing Proxy

a. In the case of individuals, the account holder or sub-account holder whose registration details are uploaded as per CDC regulations shall submit the Proxy Form as per the above requirement.

b. Attested copies of the 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.

4. Mandatory Information (Email, CNIC, IBAN and Zakat Declaration)

- A. In compliance with Section 119 of the Companies Act, 2017 and Regulation 19 Companies (General Provisions and Forms) Regulations, 2018 members are requested to immediately provide their mandatory information such as CNIC number, updated mailing address, email, contact mobile/telephone number and International Bank Account Number (IBAN) together with a copy of their CNIC to update our records and to avoid any non-compliance of the law. 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

B. Members are requested to submit a declaration (CZ-50) as per Zakat & Ushr Ordinance 1980 for zakat exemption and advise a change in address if any.

5. Unclaimed Dividends and Bonus Shares

Shareholders, who for 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.

6. E-Dividend Mandate

As per Section 242 of the Companies Act, 2017, in the 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) and details in the Central Depository System through respective participants. In case of physical shares, 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. The e-Dividend mandate form is enclosed.

7. 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 book-entry 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 members 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/stockbroker of the Pakistan Stock Exchange to open an account in the Central Depository System 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 loss, damage or theft
- No stamp duty on transfer of shares in book-entry form
- Seamless 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 book-entry form at the earliest.

8. Filer and Non-Filer Status

i) The Government of Pakistan through the Finance Act, 2026 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 Taxpayers List (ATL) provided on the FBR website, although they are filers, are advised to make sure that their names are entered into the ATL to avoid higher tax deductions against dividends.

ii) For any query/problem/information, the investors may contact the Share Registrar at the following phone numbers or email addresses: M/s CDC Share Registrar Services Limited CDC House, 99-B, Block B, S.M.C.H.S, Shahrah-e-Faisal, Karachi Customer Support Service Nos: +92-080023275 E-mail : info@cdcsrsl.com

iii) 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 the company name and their respective folio number.

9. Polling On Special Business:

The members are hereby notified that pursuant to Companies (Postal Ballot) Regulations, 2018 (the "Regulations"), the SECP has directed all the listed companies to provide the right to vote through electronic voting facility and voting by post to the members on all businesses classified as special business.

Accordingly, members of the Company will be allowed to exercise their right to vote through electronic voting facility or voting by post for the special business in its forthcoming AGM to be held on October 7, 2026 in accordance with the requirements and subject to the conditions contained in the aforesaid Regulations.

A. Procedure for E-Voting:

I. Details of the e-voting facility will be shared through an e-mail on or after September 29, 2026 with those members of the Company who have their valid CNIC numbers, cell numbers, and e-mail addresses available in the register of members of the Company by the close of business on September 28, 2026.

II. The web address, login details, and password, will be communicated to members via email. The security codes will be communicated to members through SMS from the web portal of CDC Share Registrar Services Limited (being the e-voting service provider).

III. Identity of the Members intending to cast vote through e-voting shall be authenticated through electronic signature or authentication for login.

IV. E-Voting lines will start from October 4, 2026 to October 6, 2026 by 5.00 p.m. Members can cast their votes any time during this period. Once the vote on a resolution is cast by a Member, he / she shall not be allowed to change it subsequently.

B. Procedure for Voting Through Postal Ballot:

The members shall ensure that duly filled and signed ballot paper, along with copy of Computerized National Identity Card (CNIC), should reach the Chairman of the meeting through post on the Company's registered address 101 Beaumont Plaza, 10 Beaumont Road, Karachi or email at chairman@iil.com.pk by or before 5:00 PM October 06, 2026. The signature on the ballot paper shall match the signature on CNIC.

10. INFORMATION ABOUT SCRUTINIZER

According to Regulations 4(4) and 11 of the Companies (Postal Ballot) Regulations 2018, the following information is being provided to the members about the scrutinizer for the upcoming Annual General Meeting to be held on October 07, 2026.

Name of Scrutinizer : UHY Hassan Naeem & Co., Chartered Accountants

Qualification and experience : Listed in QCR Rating issued by the Institute of Chartered Accountants of Pakistan. Experienced and seasoned members of ICAP with individual experience ranging from 33 years to 15 years. UHY is appointed as Scrutinizer under the Companies (Postal Ballot) Regulation 2018. They ful fill all the eligibility conditions laid down by the Regulations and have the necessary knowledge and experience to independently scrutinize the voting process.

Purpose of appointment : The company is required to appoint a scrutinizer for the purpose of voting in the general meeting to transact a business that pertains to approval of shareholders to accept the shares buyback offer by Chinoy Engineering & Construction (Pvt) Ltd., an associated company. Therefore scrutinizer has been appointed to observe that satisfactory procedures of the voting process including adequate precautionary measures are ensured and reported as mentioned under regulation 11A.

POSTAL BALLOT PAPER

for voting through post for the Special Business at the Annual General Meeting to be held on
Wednesday, October 7, 2026 at 10.30 a.m. at the Beach Luxury Hotel,
Off: M.T. Khan Road, Karachi.
UAN: +92 21 111-019-019 Website: www.iil.com.pk

Folio / CDS Account Number	
Name of Shareholder / Proxy Holder	
Registered Address	
Number of shares Held	
CNIC/Passport No. (in case of foreigner) (copy to be attached)	
Additional information and enclosures (in case of representative of body corporate, corporation, and federal Government)	
Name of Authorized Signatory	
CNIC/Passport No. (in case of foreigner) of Authorized Signatory (copy to be attached)	

Resolution For Agenda Item No. 4

"RESOLVED THAT approval be and is hereby granted to Mr. Zain K. Chinoy, an elected Director of the International Industries Limited, who is in full time employment with the Company, for holding an office of profit as Executive Director of the Company and the payment of remuneration to him for his period of service in accordance with his contract of service and the applicable service rules of the Company (including without limitation salary, bonuses, incentives, perquisites, allowances and retirement benefits)".

Resolution For Agenda Item No. 5

"RESOLVED THAT subject to compliance with all applicable laws, regulations and requisite regulatory approvals, the Company be and is hereby authorized to accept the offer of Chinoy Engineering & Construction (Private) Limited ("CECL"), an associated company, for the buy-back of 4,845,000 (Four Million Eight Hundred Forty-Five Thousand) ordinary shares of PKR 10 each held by International Industries Limited ("IIL"), representing IIL's entire 17% shareholding in the paid-up capital of CECL, at a price of PKR 72.24 per share, for an aggregate consideration of PKR 350,000,000 (Pakistani Rupees Three Hundred Fifty Million only).

FURTHER RESOLVED THAT the Chief Executive Officer, Chief Financial Officer and Company Secretary of International Industries Limited, or any person(s) authorized by any of them, be and are hereby jointly and severally authorized and empowered, for and on behalf of the Company, to take all such actions, execute and deliver all such documents, and do all such acts, deeds and things as may be necessary, expedient or incidental to give effect to the foregoing resolution and complete the transaction, including, without limitation, making all requisite applications, filings, submissions and disclosures with the Securities and Exchange Commission of Pakistan ("SECP"), Pakistan Stock Exchange Limited ("PSX") and/or any other authority, and obtaining all regulatory, contractual or third-party approvals, consents or permissions as may be required under applicable laws, regulations or agreements.

FURTHER RESOLVED THAT the aforesaid resolutions shall be subject to any amendments, modifications, additions, or deletions as may be suggested, directed, or required by the SECP or any other regulatory body, which changes shall be deemed to be part of these special resolutions without the need of the shareholders to pass fresh resolutions unless the same is substantial.

INSTRUCTIONS FOR POLL

Instructions for Poll

"1. Please indicate your vote by ticking (√) the relevant box."

"2. In case if both the boxes are marked as (√), your poll shall be treated as "Rejected".

I/we hereby exercise my/our vote in respect of the above resolution through ballot by conveying my/our assent or dissent to the resolution by placing tick (√) mark in the appropriate box below;

Resolution	I/We approve to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
Resolution For Agenda Item No. 4		
Resolution For Agenda Item No. 5		

NOTES:

"1. Dully filled ballot paper should be sent to the Chairman at 101, Beaumont Plaza, 10 Beaumont Road, Karachi or email at investors@iil.com.pk"

"2. Copy of CNIC/ Passport (in case of foreigner) should be enclosed with the postal ballot form."

"3. Ballot paper should reach the Chairman within working hours by or before Tuesday, October 6, 2026. Any postal ballot received after this date, will not be considered for voting."

"4. Signature on ballot paper should match with signature on CNIC/ Passport (In case of foreigner)."

"5. Incomplete, unsigned, incorrect, defaced, torn, mutilated, over written poll paper will be rejected."

"6. In case of a representative of a body corporate, corporation or Federal Government, the Ballot Paper Form must be accompanied by a copy of the CNIC of an authorized person, an attested copy of Board Resolution, / Power of Attorney, / Authorization Letter etc., in accordance with Section(s) 138 or 139 of the Companies Act, 2017 as applicable."

"7. Ballot Paper form has also been placed on the website of the Company at: www.iil.com.pk Members may download the ballot paper from the website."

Shareholder / Proxy holder Signature/Authorized Signatory
(In case of corporate entity, please affix company stamp)

Date_____



A member of

ASC AMIR S. CHINYO GROUP

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