

# Notice of Annual General Meeting



Notice is hereby given to the Members that the 77th Annual General Meeting of International Industries Limited will be held on Friday, September 26, 2025, at 9:00 a.m. at the Jasmine Hall, Beach Luxury Hotel, Off: M.T. Khan Road, Karachi, 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, 2025, 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. 4.00 per share (40%) as the final cash dividend for the financial year ended June 30, 2025, as recommended by the Board of Directors.

### Auditors

3. To appoint statutory auditors of the Company for the year ending June 30, 2026 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.

### Election of Directors

4. To elect 8 Directors for a period of three (3) years commencing from September 30, 2025
  - As required U/s 159(1), the Board has fixed the number of Directors to be elected as eight (8).
  - The following are the retiring directors:

1. Mr. Kamal A. Chinoy	5. Mr. Mustapha A. Chinoy
2. Mr. Asif Jooma	6. Mr. Mansur Khan
3. Mr. Haider Rashid	7. Mrs. Selina Rashid Khan
4. Mr. Jehangir Shah	8. Mr. Shoaib Mir

### Any other Business

5. 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 166(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 21, 2025

By Order of the Board  
International Industries Ltd.  
M. Irfan Bhatti  
Company Secretary &  
Head of Legal Affairs

## 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 2025" 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 18, 2025, to September 26, 2025 (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, 2025 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. Electronic Voting

The members are hereby notified that pursuant to Section 143-145 of the Companies Act, 2017 and Companies (Postal Ballot) Regulations, 2018 amended through Notification dated December 5, 2022, issued by the Securities and Exchange Commission of Pakistan ("SECP"), wherein, SECP has directed all the listed companies to provide the right to vote through the electronic voting facility and voting by post to the members on all businesses classified as special business.

Accordingly, members of International Industries Limited (the "Company") will be allowed to exercise their right to vote through the electronic voting facility or voting by post for the special business whenever needed in accordance with the requirements and subject to the conditions contained in the aforesaid Regulations.

## Statement Under Section 166(3) of the Companies Act, 2017

### Ordinary Business

#### Agenda Item 4 – Election of Directors

The term of office of the present directors of the Company will expire on September 30, 2025. In terms of Section 159(1) of the Companies Act, 2017 ("Act"), the directors have fixed the number of directors at eight (8) to be elected in the Annual General Meeting for a period of three years.

The present directors are interested to the extent that they are eligible for re-election as directors of the Company.

Any person who seeks to contest an election to the office of director shall, whether he is a retiring director or otherwise, file with the Company at its registered office, 101 Beaumont Plaza, 10 Beaumont Road, Karachi-75530, not later than fourteen days before the date of the meeting, the following documents:

- i. Notice of her/his intention to offer herself/himself for the election of directors in terms of Section 159(3) of the Act, together with the consent to act as a director as prescribed under the Companies Act, 2017; and Companies Regulations, 2024.
- ii. A detailed profile along with office address as required under SECP's SRO 634 (I)/2014 dated 10 July 2014;
- iii. A director must be a member of the Company at the time of filing of his/her consent for contesting the election of directors except a person representing a member, which is not a natural person.
- iv. A declaration confirming that:
  - 1. She/He is aware of his/her duties and powers under the relevant laws, Memorandum & Articles of Association of the Company and listing regulations of the Pakistan Stock Exchange Limited;
  - 2. She/He is not ineligible to become a director of a listed company under any provisions of the Act, the Listed Companies (Code of Corporate Governance) Regulations, 2019 and any other applicable law, rules and regulations.
  - 3. Independent directors will be elected through the process of election of directors in terms of Section 159 of the Act and they shall meet the criteria laid down under Section 166(2) of the Act.