

PROCEDURE FOR ELECTRONIC VOTING FACILITY AND VOTING THROUGH POSTAL BALLOT ON SPECIAL BUSINESS

This is in continuation of the Extraordinary General Meeting Notice circulated on Tuesday, May 30, 2023.

The members are hereby notified that pursuant to 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 in its forthcoming Extraordinary General Meeting to be held on Tuesday, June 20, 2023, at 11:00 a.m. in accordance with the requirements and subject to the conditions contained in the aforesaid Regulations.

For the convenience of the Members, the ballot paper is annexed to this notice and the same is also available on the Company's website at www.iil.com.pk to download.

Karachi

June 12, 2023

M. IRFAN BHATTI
Company Secretary

Procedure for E-Voting:

- Details of the e-Voting facility will be shared through an e-mail 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 June 14, 2023.
- The web address and login details, will be communicated to members via email. The security codes will be communicated to members through SMS from the web portal M/s CDC Share Registrar Services Limited (being the e-Voting service provider).
- Identity of the Members intending to cast a vote through e-Voting shall be authenticated through electronic signature or authentication for login.
- E-Voting lines will be open from June 15, 2023, at 09:00 a.m. and shall close on June 19, 2023, at 5:00 p.m. Members can cast their votes at 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.

Procedure for Voting Through Postal Ballot:

- The members shall ensure that duly filled and signed ballot paper along with a copy of the Computerized National Identity Card (CNIC) should reach the Chairman of the meeting through a post on the Company's registered address, 101 Beaumont Plaza, 10 Beaumont Road, Karachi- 75530 or email at investors@iil.com.pk by June 19, 2023, one day before the Extra Ordinary General Meeting. The signature on the ballot paper shall match with the signature on CNIC.

POSTAL BALLOT PAPER

**For voting through the post for the Special Business at the Extraordinary General Meeting to be held on Tuesday, June 20, 2023, at 11:00 AM at Beach Luxury Hotel, Off: M.T. Khan Road, Karachi.
UAN: 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 the case of foreigners) (copy to be attached)	
Additional information and enclosures (in the case of a representative of a body corporate, corporation, and Federal Government)	
Name of Authorised Signatory	
CNIC/Passport No. (in the case of foreigners) of Authorised Signatory (copy to be attached)	

Resolution for Agenda Item No. 1 - Increase in Authorised Capital

"RESOLVED THAT the authorised share capital of the Company be and is hereby increased to Rs. 10 billion by the creation of 800,000,000 ordinary shares of Rs. 10 each, such new shares to rank pari passu in all respects with the existing ordinary shares in the capital of the Company."

"RESOLVED FURTHER THAT the Memorandum of Association of the Company be and is hereby altered by substituting for the existing Article 5 by the following new Article 5, namely:

"5. The authorised capital of the Company is Rs. 10,000,000,000 (Rupees ten billion only) divided into 1,000,000,000 ordinary shares of Rs. 10 each."

Resolution for Agenda Item No. 2 - Transmission of Annual Report including Notice of General Meetings

"RESOLVED THAT as notified by the Securities and Exchange Commission of Pakistan via S.R.O. No. 389(I)/2023 dated March 21, 2023 transmission of Annual Audited Financial Statements to the members through QR enabled code and weblink instead of transmitting the Annual Audited Accounts through CD/DVD/USB, be and is hereby ratified and approved for future."

Resolution for Agenda Item No. 3 - Amendment in the Articles of Association

"RESOLVED as and by way of Special Resolution **THAT** the Articles of Association of the Company be and are hereby amended by substituting for the existing Article 131, the following new article:

Power to Capitalise

131. The Company may upon the recommendation and approval of the Directors resolve that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the Company's reserve accounts or to the credit of the profit and loss account or otherwise available for distribution, and accordingly that such sum be set free for distribution amongst the Members who would be entitled thereto if distributed by way of dividend and in the same proportions on condition that the same be not paid in cash but be applied either in or towards paying up any amounts for the time being unpaid on any shares held by such Members respectively or paying up in full unissued shares or debentures of the Company to be allotted and distributed credited."

Instructions for Poll

- Please indicate your vote by ticking (✓) the relevant box.
- 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 a tick (✓) mark in the appropriate box below:

Resolution	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
Resolution for Agenda Item No. 1		
Resolution for Agenda Item No. 2		
Resolution for Agenda Item No. 3		

- Dully filled ballot paper should be sent to the Chairman at 101 Beaumont Plaza, 10, Beaumont Road, Karachi- 75530 or email at investors@iil.com.pk
- Copy of the CNIC/Passport (in case of a foreigner) should be enclosed with the postal ballot form.
- Ballot paper should reach the Chairman within business hours by or before Monday, June 19, 2023. Any postal ballot received after this date, will not be considered for voting.
- Signature on the ballot paper should match with the signature on the CNIC/Passport (in case of a foreigner).
- Incomplete, unsigned, incorrect, defaced, torn, mutilated, or overwritten poll paper will be rejected.
- 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 authorised person, an attested copy of Board Resolution/Power of Attorney/Authorisation Letter, etc., in accordance with Section(s) 138 or 139 of the Companies Act, 2017 as applicable.
- 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 or use an original/photocopy published in newspapers.

Date _____

Shareholder's/Proxy holder's Signature/Authorised Signatory
(In the case of a corporate entity, please affix the company's stamp)