



NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 65th Annual General Meeting of the shareholders of Husein Industries Limited will be held at the Registered Office of the Company at Plot No. HT-8, Landhi Industrial & Trading Estate, Landhi, Karachi, on Tuesday 27th November at 12:00 noon to transact the following business:

ORDINARY BUSINESS:

1. To confirm the minutes of the 64th Annual General Meeting held on 30th October, 2017 and of the Extraordinary General Meeting held on 13th March, 2018.
2. To receive consider and adopt the Financial Statement of the Company for the year ended 30th June, 2018 together with the Directors and auditor's Report thereon.
3. To appoint auditors and fix their remuneration for the year ended 30th June, 2019. M/s. Reanda Haroon Zakaria & Co., Chartered Accountants, retire and offer themselves for reappointment.

SPECIAL BUSINESS:

4. To consider amendment in object clause of the existing Memorandum of Association of the Company in accordance with section-26 of the Companies Act, 2017('the Act') by replacing the existing object clause with the new Principal Line of Business, and to change the existing Articles of Association of the Company by replacing the same with the new set of Articles in accordance with the Regulations as contained in Table 'A' to the First Schedule to the Act and if thought fit to pass the following Special Resolution with or without modification:

"Resolved that the following changes be and are hereby approved;

- i) Clause-III of the existing Memorandum of Association be replaced with the new clause containing Principal Line of Business , to read as under:

"3. To purchase any land, plot(s) of land or immovable property or any right or interest therein either singly or jointly or in Partnership with any person(s) or Body corporate or partnership Firm and to sub contract the development and construction thereon of residential, commercial complex or complex(es) either singly or jointly or in partnership as aforesaid, comprising offices for sale or self use or for earning rental income thereon by letting out individual units comprised in such building(s) and to purchase any movable or immovable property including industrial, commercial, residential, or farm lands. Plots, buildings, houses, apartments, flats or areas within or outside the limits of Municipal Corporation or other local bodies, anywhere within the geographical territories of Islamic Republic of Pakistan, to divide the same into suitable plots subject to applicable regulatory approach and Legal framework, and to rent or sell the plot for building/constructing residential houses, bungalows, business premises, and colonies and rent or sell the same and realize cost in lump sum or easy installments or by hire purchase system and otherwise subject to applicable regulatory approval and legal framework and to Set-up construction materials and allied industries.

- ii) The rest of the clauses of the Memorandum of Association of the Company shall be as prescribed under Table B of the Companies Act, 2017.

iii) The existing Articles of Association of the Company shall be replaced with the new set of Articles in accordance with the Regulations as contained in Table 'A' to the First Schedule to the Companies Act, 2017, which shall henceforth be the new Articles of Association of the Company.

- iv) The Chief Executive and the Company Secretary be and are hereby authorized to complete all legal formalities in this behalf including amendments/ changes, if any, as may be suggested/directed by the registrar/SECP in text of the above proposed Special Resolution or as may be deemed necessary in the light thereof and to do all acts, deeds and things and to sign/seal all documents on behalf of the Company."

Statement under Section 134(3)

- i) The amendments in Memorandum & Articles of Association are proposed to bring the same in conformity with the Companies Act, 2017.
- ii) No director of the Company has any interest directly or in directly in the above amendments except to the extent of their shareholding.
- iii) The documents relating to Special Resolution may be inspected on website of the Company as above.

OTHER BUSINESS:

To transact any other business as may be placed before the Meeting with the permission of the Chair

Karachi, 6th November, 2018

By Order of the Board

Muhammad Anwar Kaludi
Company Secretary

NOTES:

1. The Registrar of Members of the Company will remain closed from 21st November, 2018 to 27th November 2018 (both days inclusive) Transfer received in order at the office of our Share Registrar M/s. C & K Management Associates (Pvt.) Limited, 404, Trade Tower, Abdullah Haroon Road, Near Metropole Hotel, Karachi-75330 at the close of business on 20th November 2018 will be treated in time.
2. A Member entitled to attend, speak and vote at this Annual General Meeting is entitled to appoint another member as a proxy to attend, speak and vote instead of him/her. Proxies in order to be valid, must be signed across a Rupees Five revenue stamp and should be deposited at the office of the share registrar not less than 48 hours before the meeting. Form of proxy is enclosed.
3. Shareholders are requested to notify the office of the share registrar of any change in their addresses immediately. The Shareholders claiming exemption from Zakat are required to file their Declaration with our Share Registrar.
4. SECP through its Notification SRO 787(I)/2014 dated September 8, 2014, has allowed the circulation of Audited Financial Statements along with the Notice of Annual General Meeting to the members of the Company through email. Therefore, all members who wish to receive the soft copy of Annual Report or copies of proposed amended Memorandum & articles of Association are requested to send their email addresses. The Company shall, however, provide hard copy of the Audited Financial Statements and/or proposed amended Memorandum & articles of Association of the Company to its shareholders, on request, free of cost, within seven days of receipt of such request. The Company shall place the financial statements and reports on the Company's website: www.husein.com. at least twenty one (21) days prior to the date of the Annual General Meeting in terms of SRO 634(I)/2014 dated July 10, 2014 issued by the SECP, along with other material information/documents forming part of Notice .
5. Central Depository Company account holders will further have to follow the under mentioned guidelines as laid down in circular 1 dated 26th January, 2000 issued by the Securities and Exchange Commission of Pakistan.

A. For Attending the Meeting:

1. In case of individuals, the account holder or sub-account holder and / or the person whose securities are in group account and their registration details are uploaded as per the Regulations, shall authenticate his/her identity by showing his / her Original Computerized National Identity Card (CNIC) or original passport at the time of attending the Meeting.
2. In case of corporate entity, the Board of Directors resolution / power of attorney with specimen signature of the nominee shall be produced (unless it has been provided earlier) at the time of the Meeting.

B. For appointing proxies:

1. In case of individuals, the account holder or sub-account holder and / or the person whose securities are in group account and their registration details are uploaded as per the Regulations shall submit the proxy form as per the above requirements.
2. The proxy form shall be witnessed by two persons whose names, addresses and CNIC numbers shall be mentioned on the form.
3. Attested copies of CNIC or the passport of the beneficial owners and the proxy shall be furnished with the proxy form.
4. The proxy shall produce his / her original CNIC or original passport at the time of the Meeting.
5. In case of corporate entity, the board of directors' resolution/ power of attorney with specimen signature shall be submitted (unless it has been provided earlier) along with proxy form to the Company.