

August 25, 2015

The General Manager
Karachi Stock Exchange (Guarantee) Ltd.,
Stock Exchange Building,
KARACHI-74000.

RE: **NOTICE OF 67TH ANNUAL GENERAL MEETING**

Dear Sir;

The 67th Annual General Meeting of our Company will be held on Friday, September 18, 2015 at 11.00 a.m. at the Jasmine hall, Beach Luxury Hotel, Off: M.T. Khan Road, Karachi.

We enclose herewith a copy of the notice of 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.,


YASIR ALI QURAISHI
Company Secretary



Notice of Annual General Meeting For the year ended June 30, 2015

Notice is hereby given to the Members that the 67th Annual General Meeting of the Company will be held on September 18, 2015 at 11.00 a.m. at the Jasmine Hall, Beach Luxury Hotel, Off; M.T. Khan Road, Karachi to transact the following business:

Ordinary Business

1. To receive, consider and adopt the audited accounts of the Company for the year ended June 30, 2015 and the Directors' Report and Auditors' Report thereon.
2. To Consider and approve payment of Rs.2.50 (25%) per share as final cash dividend in addition to 15% interim cash dividend announced and paid, making a total dividend of Rs.4.0 (40%) per share for the financial year ended June 30, 2015 as recommended by the Board of Directors.
3. To appoint auditors for the year 2015-2016 and fix their remuneration.
4. To transact with the permission of the Chair any other business which may be transacted at an Annual General Meeting.

Karachi

Dated: August 27, 2015

By Order of the Board
YASIR ALI QURAIISHI
Company Secretary

Notes:

1. The Share Transfer Books of the Company shall remain closed from September 9, 2015 to September 18, 2015 (both days inclusive).
2. A Member entitled to attend, speak and vote at the General Meeting is entitled to appoint another member as his/her proxy to attend, speak and vote on his/her behalf.
3. An Instrument appointing proxy and the power of attorney or other authority under which it is signed or a notarially 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.

CDC Account Holders will further have to follow the under-mentioned guidelines as laid down in Circular 1 dated 26 January 2000 issued by the Securities and Exchange Commission of Pakistan:

a) For Attending AGM

- 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 original Computerized National Identity Card (CNIC) at the time of attending the meeting.
- In case of corporate entity, the Board of Directors' resolution / power of attorney with specimen signature of the nominee shall be produced (unless it has been provided earlier) at the time of the meeting.

b) For Appointing Proxy

- In case of individuals, the account holder or sub-account holder whose securities and their registration details are uploaded as per the regulations shall submit the proxy form as per the above requirement.
- Attested copies of CNIC of the beneficial owners and the proxy shall be furnished with the proxy form.
- The proxy shall produce his original CNIC at the time of the meeting.

c) For CNIC & Zakat

4. Members are requested to submit a copy of the Computerized National Identity Card (CNIC) to update our records. In case of non-submission of CNIC (copy), all future dividend warrants may be withheld.
5. Members are requested to submit declaration as per Zakat & Ushr Ordinance 1980 for zakat exemption and to advise change in address, if any.

e-dividend

In compliance of Securities and Exchange Circular No.8(4) SM/CDC 2008 dated April 5, 2013 shareholders are informed that to make process of payment of cash dividend more efficient, e-dividend mechanism has been envisaged whereby shareholders can get the amount of dividend credited into their respective bank accounts electronically without any delay. In addition, by this way, dividends may be instantly credited to respective accounts.

The shareholders can avail the benefit of e-dividend mechanism by providing a dividend mandate in their CDS accounts through their participants or to the respective listed companies / Share Registrar.

CIRCULATION OF NOTICE OF MEETING & ANNUAL ACCOUNTS

With reference to SRO 787(I/2014 dated September 8, 2014 issued by SECP, shareholders have option to receive Annual Audited Financial Statements and Notice of General Meeting through email. Shareholders of the Company are requested to give their consent on prescribed format to our Shares Registrar, M/s CDC Pakistan Ltd. at CDC House, 99-B, Block-B, S.M.C.H.S, Shahrah-e-Faisal, Karachi to update our record if they wish to receive Annual Audited Financial Statement and Notice of General Meeting through email. However, if a shareholder, in addition, request for hard copy of Audited Financial Statements the same shall be provided free of cost within seven days of receipt of such request.

FILER AND NON FILER STATUS

i) The Government of Pakistan through Finance Act, 2015 has made certain amendments in Section 150 of the Income Tax Ordinance, 2001 whereby different rates are prescribed for deduction of withholding tax on the amount of dividend paid by the companies. These tax rates are as under:

a)	For filers of income tax returns	12.5%
b)	For non-filers of income tax returns	17.5%

To enable the Company to make tax deduction on the amount of cash dividend @ 12.5% instead of 17.5%, all the shareholders whose names are not entered into the Active Tax payers List (ATL) provided on the website of FBR, despite the fact that they are filers, are advised to make sure that their names are entered into ATL before the date of approval of cash dividend at the annual general meeting on September 18, 2015 otherwise tax on their cash dividend will be deducted @ 17.5% instead of @ 12.5%.

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

IIL Shares Department

Mr. Mohammad Irfan Bhatti
021-35680045 – 54
irfan.bhatti@iil.com.pk

IIL Shares Registrar

Central Depository Company of Pak. Ltd.
021-111-111-500
info@cdcpak.com

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