



Mr. Muhammad Ghufraan  
Deputy General Manager – Company Affairs  
Karachi Stock Exchange (Guarantee) Ltd.  
Stock Exchange Building,  
KARCAHL

February 8, 2010

**RE: NOTICE OF 2<sup>ND</sup> EXTRAORDINARY GENERAL MEETING**

Dear Sir;

This refers to your letter No.KSE/C-515-922 dated February 3, 2010.

On January 29, 2010 we communicated you our financial results together with following recommendations by the board of directors to shareholder for their approval in Extraordinary General Meeting on February 25, 2010:

- 1) Investment in Metecno Pakistan (Pvt) Ltd.
- 2) Amendment in the Memorandum of Association

The reason and the proposed amendment are being reproduced hereunder:

**Alteration in the Memorandum of Association of International Industries Limited**

IIL has entered into agreements with Karachi Electric Supply Company Limited ("KESC") for the supply of surplus electricity generated through its power plants.

In order for the Company to supply electricity to KESC, IIL requires a license from the National Electrical Power Regulatory Authority ("NEPRA"). In this connection NEPRA requires a specific object clause in the Memorandum of Association of IIL dealing specifically with power generation and sale. Accordingly the Board of Directors of IIL recommend that subject to obtaining the approval of the Securities and Exchange Commission of Pakistan, the Memorandum of Association of IIL should be amended to include a new clause authorising generation and sale of electricity, namely;

- (a) By inserting immediately after the existing clause a35 of Article 3 the following new clause a36, namely:

"a36 To carry on the business of establishing and operating and managing Electric Power Generating Projects and transmission systems for generating and supplying Electric Power and to manufacture, assemble, acquire and supply all necessary power stations, transmission systems, cables, wires, lines, accumulators, lamps and works and to generate, accumulate, distribute and supply electricity to customers, both public and private, including but not limited to cities, towns, streets, docks, markets, theatres, buildings, industries, utilities and places, both public and private, and for all other purposes for which electric energy can be employed."

Before presenting the above proposal to our members in EOGM which is scheduled for Thursday, February 25, 2010 we request you to send us your prior approval to the proposed amendment under Regulation No. 26 of the Listing Regulations of the Karachi Stock Exchange.

Thanking you,

Yours faithfully,  
For INTERNATIONAL INDUSTRIES LTD.,

  
LIAQUAT ALI TEJANI  
Company Secretary



License No. SL-0391



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License No. 151.E-0014



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