



Notice of Annual General Meeting

For the year ended June 30, 2016

Notice is hereby given to the Members that the 9th Annual General Meeting of the Company will be held on September 27, 2016 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 Financial Statements of the Company for the year ended June 30, 2016 and the Directors' Report and Auditors' Report thereon.
2. To Consider and approve payment of Rs.1.25 (12.50%) per share as cash dividend for the financial year ended June 30, 2016 as recommended by the Board of Directors.
3. To elect 10 Directors for a period of next 3 years
 - As defined U/s 178(1), the Board of Directors has fixed the number of Directors to be elected as Ten (10) and the following Directors will cease to hold office upon the election of new Board of Directors;
 - Messrs Mr. Kemal Shoaib, Mr. Towfiq H. Chinoy, Mr. Mustapha A. Chinoy, Mr. Kamal A. Chinoy, Mr. Tariq Iqbal Khan, Syed Salim Raza, Mr. Kamran Y. Mirza, Syed Hyder Ali and Mr. Kazuteru Mihara
4. To appoint auditors for the year 2016-2017 and fix their remuneration.
5. To transact with the permission of the Chair any other business which may be transacted at an Annual General Meeting.

SPECIAL BUSINESS

6. To approve the alteration in the Articles of Association to facilitate e-voting. In this regard, to consider and, if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT in view of the Companies (E-Voting) Regulations, 2016, issued by Securities and Exchange Commission of Pakistan vide SRO 43(l)/2016 dated 22 January 2016, the Members of the Company be and are hereby recommended to approve the amendment to Articles of Association of the Company mentioned hereinbelow and that for this purpose the following resolution be passed as and by way of Special Resolution:

RESOLVED as and by way of Special Resolution that the Articles of Association of the Company, be amended as follows:

- (a) by inserting the following new article immediately after Article 52 as Article 52A, namely:

"52A Subject to any rules or regulations that may be made from time to time by the Commission in this regard, Members may exercise voting rights at general meeting through electronic means if the Company receives the requisite demand for poll in accordance with the applicable laws. The Company shall facilitate the voting by electronic means in the manner and in accordance with the requirements prescribed by the Commission."

- (b) by substituting for Article 58, the following new Article 58, namely:

"58. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing, or, if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised. A proxy must be a Member of the Company. Notwithstanding the above, in case of voting by electronic means, both members and non-members can be appointed as proxy."

- (c) by substituting for Article 60, the following new Article 60, namely:

"60. An instrument appointing a proxy may be in the following form or in any other form which the Directors shall approve:-

INTERNATIONAL STEELS LIMITED

I of in the district of..... being a Member of INTERNATIONAL STEELS LIMITED, hereby appoint of as my proxy to vote for me and on my behalf at the (Annual or Extraordinary, as the case may be) General Meeting of the Company to be held on the day of and at any adjournment thereof.

Signed this day of

Notwithstanding the above, in case of voting by electronic means, in default, the instrument of proxy shall not be treated as valid. For the purposes of voting by electronic means, the instrument appointing the proxy shall be in such form and provided to the Company in the manner stipulated under the applicable laws.”

A statement as required by Section 160(1)(b) of the Companies Ordinance, 1984, in respect of the special business to be considered at the AGM is annexed.

By Order of the Board
International Steels Limited



Yasir A. Quraishi
Company Secretary

Karachi
August 12, 2016

NOTES

1. The Share Transfer Books of the Company shall remain closed from September 19, 2016 to September 27, 2016 (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. 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.

ITEM 3

- a) To elect 10 Directors being the number fixed by the Board of Directors for election for a period of three years from the date of the Annual General Meeting.
- b) Any person or retiring director who seeks to contest election of the office of the director must file with the Company, or not later than fourteen days before the date of meeting, notice of his/her intention to offer himself/herself for election.

STATEMENT UNDER SECTION 160(1)(B) OF THE COMPANIES ORDINANCE, 1984

This statement sets out the material facts concerning the Special Business to be transacted at the Annual General Meeting of the company to be held on September 27, 2016.

ITEM (6) OF THE AGENDA:

The Companies (E-Voting) Regulations, 2016 provides the members of the company an option to vote electronically and a member may in this regard appoint another member or a non-member as their proxy to vote on their behalf through electronic voting. As such, in order to enable electronic voting and to allow non-members to be appointed as a proxy for electronic voting shareholders' approval is being sought to amend the Articles of Association of the Company

The resolution required for the above purpose is set forth in the notice convening the Annual General Meeting and that resolution will be proposed and passed as a Special Resolution.

None of the directors of the Company has any direct or indirect interest in the above said special business.

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 the 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 THK Associates (Pvt) Ltd., 2nd Floor, State Life Building No.3, Dr. Ziauddin Ahmed Road, Karachi-75530 to update our record if they wish to receive Annual Audited Financial Statements and Notice of General Meeting through email. However, if a shareholder, in addition, requests 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 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:

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| a) For filers of income tax returns | 12.5% |
| b) For non-filers of income tax returns | 20.0% |

To enable the Company to make tax deduction on the amount of cash dividend @ 12.5% instead of 20.0%, all 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 27, 2016 otherwise tax on their cash dividend will be deducted @ 20.0% 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 address:

ISL Shares Department

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

ISL Shares Registrar

THK Associates (Pvt) Ltd.
021-111-000-322
info@thk.com.pk

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. THK Associates (Pvt) Ltd. The shareholders while sending copies of the NTN or NTN certificates, as the case may be, must quote company name and their respective folio numbers.