

Notice of the Meeting

NOTICE is hereby given that the thirty first Annual General Meeting of the Company will be held at the Institute of Chartered Accountants of Pakistan Auditorium, Clifton, Karachi on Thursday, October 25, 2012 at 11:00 a.m.to transact the following business:

ORDINARY BUSINESS:

1. To receive and adopt the Audited Accounts for the year ended June 30, 2012 together with the Report of the Directors' and Auditors' thereon.
2. To approve the payment of cash dividend @ 1\$00/oi.e.Rs.7.50 per share as recommended by the Board of Directors.
3. To appoint Auditors for the year 2012-2013 and to fix their remuneration. The present auditors M/s Ernst & Young Ford Rhodes Sidat Hyder (Chartered Accountants) being eligible offer themselves for re-appointment.

SPECIAL BUSINESS:

1. To adopt a new set of Articles of Association and for this purpose to pass the following resolution as a Special Resolution:

RESOLVED THAT the regulations contained in the printed document submitted to this meeting, and for the purpose of identification subscribed by the Chairman hereof, be approved and adopted as the Articles of Association of the Company, in substitution for, and to the exclusion of, all the existing Articles thereof.

By Order of the Board,

Karachi, August 29, 2012

AQEEL LOON
Company Secretary

Notes:

- i) The Share transfer books of the company will remain closed from October 19, 2012 to October 25, 2012 (Both days inclusive) and the final dividend will be paid to the Shareholders whose names will appear in the Register of Members on October 19, 2012. Shareholders (Non-CDC) are requested to promptly notify the Company's Registrar of any change in their addresses and submit, if applicable to them, the Non-deduction of Zakat Form CZ-50 with the Registrar of the Company MIS Noble Computer Services (Pvt) Limited., 1st Floor, House of Habib, 3 Jinnah C.H. Society, Sharah-e-Faisal, Karachi. All the Shareholders holding the shares through the CDC are requested to please update their addresses and Zakat status with their Participants. This will assist in the prompt receipt of dividend.
- ii) A member entitled to attend and vote at this meeting may appoint another member as his/her proxy to attend the meeting and vote for him/her. Proxies in order to be effective, instrument of appointing proxy must be received at the registered office of the company duly stamped and signed not less than 48 hours before the time of holding the meeting. A proxy must be a member of the Company.
- iii) Members who have not yet submitted photocopy of their computerized national identity card to the Company are requested to send the same at the earliest.

CDC Accounts Holders will further have to follow the under mentioned guidelines as laid down in Circular 1 dated January 26, 2000 issued by the Securities & Exchange Commission of Pakistan.

A. For Attending the Meeting:

- i) In case of individuals the account holder or sub-account holder and / or the person whose securities are in group account and their registration detail is uploaded as per the regulations, shall authenticate identity by showing his / her original national identity card (CNIC) or original passport at the time of attending the meeting.
- ii) In case of corporate entity, the Board of Directors' resolution/power of attorney with specimen signature of the nominees shall be produced (unless provided earlier) at the time of meeting.

B. For Appointing Proxies:

- i) In case of individuals the account holder or sub-account holder and / or the person whose securities are in group account and their registration detail is uploaded as per the regulations, shall submit the proxy form as per the above requirements.
- ii) The proxy form shall be witnessed by two person whose names, addresses and CNIC number shall be mentioned on the form.
- iii) Attested photocopies of CNIC or passport of the beneficial owners and the proxy shall be furnished with the proxy form.
- iv) The proxy shall produce his/her original CNIC or original passport at the time of meeting.
- v) In case of corporate entity, the Board of Directors' resolution/power of attorney with the specimen signature shall be submitted (unless it has been provided earlier) along with proxy form of the Company.

Statement under section 160(1)(b) of the Companies Ordinance 1984

The material facts concerning the special business to be transacted at the General Meeting of the Company to be held on October 25, 2012.

Alterations in the Articles of Association of the Company:

The Board of Directors of the Company has recommended that the Company's Articles of Association be substituted for, and to the exclusion, of all the existing articles by a new set of articles of association. The new set of the articles of association updates the Company's existing Articles of Association by taking into account the several changes made in the Companies Ordinance, 1984 since the time that the Articles were last amended in November 1999.

A copy of the new set of Articles of Association is attached.

The resolution required for the above purpose is set forth as item No. 1 under the Special Business in the notice convening the Annual General Meeting and that resolution will be proposed and passed as a Special Resolution.