

NOTICE OF ANNUAL GENERAL MEETING

INDUS DYEING AND MANUFACTURING COMPANY LIMITED.

Notice is hereby given that the 54th Annual General Meeting of Indus Dyeing & Mfg. Co. Ltd. will be held at **Indus Dyeing & Mfg. Co. Ltd.** Plot No. 3 & 7, Sector No. 25, Korangi Industrial Area, Karachi on Monday, October 31, 2011 at 5:00 P.M. to transact the following business:

ORDINARY BUSINESS

1. To confirm the minutes of 53rd Annual General Meeting held on October 30, 2010.
2. To receive consider and adopt the Audited Accounts together with the Directors' and Auditors' report for the period ended June 30, 2011.
3. To appoint auditors and fix their remuneration for the year ending 30th June 2012. The present auditors M/s Yousuf Adil Saleem & Company Chartered Accountants, retire and being eligible offer themselves for reappointment.
4. To approve final cash dividend of Rs. 10 per share (100.00%) in addition to the interim cash dividend of Rs. 5 per share (50 %) paid, thereby making a total cash dividend of Rs. 150% per share for the year ended June 30, 2011.
5. To approve the transfer of Rs. 1.000 (Billion) from profit and loss account to general reserve.

SPECIAL BUSINESS:

6. To consider and approve enhancement in monthly remuneration of the Chairman, Chief Executive and Three fulltime working Directors namely, Mr. Imran Ahmed, Mr. Naveed Ahmed and Mr. Shafqat Masood.
7. To transact any other business with the permission of the chair,

BOOK CLOSURE

The Share Transfer Books of the Company will remain closed from **22 – 10 – 2011** to **29 – 10 – 2011** (both days inclusive) for the entitlement of payout.

By Order of the Board

Karachi
Date; September 30, 2011

Ahmed Faheem Niazi
Company Secretary

STATEMENT UNDER SECTION 160 OF THE COMPANIES ORDINANCE, 1984.

Item 6 of the Agenda

Due to increase in the cost of living during the years, the enhancement in the monthly remuneration from Rs. 200,000/- per month of Rs. 300,000/- per month of Mian Muhammad Ahmed, Chairman, Mr. Shahzad Ahmed, Chief Executive, Mr. Imran Ahmed, Mr. Naveed Ahmed and Mr. Shafqat Masood directors of the company is inevitable. The said remuneration is in addition to the Company maintained car; medical expenses; residential utilities, recreational and telephone expenses. Approval on the matter is sought by passing the following resolution:

Resolved that, a sum of Rs. 300,000/- per month each be and is hereby approved as a remuneration of Mian Muhammad Ahmed, Chairman, Mr. Shahzad Ahmed, Chief Executive, Mr. Imran Ahmed, Mr. Naveed Ahmed and Mr. Shafqat Masood Directors of the Company with effect from July 01, 2011 in addition to the Company maintained car, medical expenses, residential utilities, recreational and telephone expenses.

Notes:

1. The Register of Members of the Company will remain closed and no transfer of shares will be accepted for registration from Saturday, October 22, 2011 to Saturday, October 29, 2011 (both days inclusive). Transfers received in order at the office of the Shares Registrar:

Corporate Support Services (private) Limited
407 – 408, Al Ameera Centre,
Shahrah-e-Iraq, Saddar, Karachi.

2. A member entitled to attend, speak and vote at the Annual General Meeting is entitled to appoint a proxy to attend, speak and vote instead of him/her. No person shall act as proxy, who is not a member of the Company except corporate entity may appoint a person who is not a member. Proxy in order to be effective must be duly signed, witnessed and deposited at the office of the share Registrar not less than 48 hours before the meeting.
3. The shareholders are requested to notify the Company if there is any change in their address.
4. **CDC Account Holders will further have to follow the under mentioned guidelines as laid down in Circular No. 1 of 2000 dated January 26, 2000 issued by the Securities and 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 details are uploaded as per the Regulations, shall authenticate his/her identity by showing his/her original Computerized National Identity Card (New 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 nominee shall be produced (unless it has been provided earlier) at the time of the 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 details are uploaded as per the Regulations, shall submit the proxy form as per the above requirement.
- ii) The proxy form shall be witnessed by two persons whose names, addresses and New CNIC number shall be mentioned on the form.
- iii) Attested copies of New CNIC or the passport of the beneficial owners and the proxy shall be furnished with the proxy form.
- iv) The proxy shall produce his/her original New CNIC or original passport at the time of the meeting.
- v) 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.