

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 61st Annual General Meeting of the Shareholders of The Thal Industries Corporation Limited will be held on Tuesday, the 27th January, 2015 at 3:00 p.m. at 2 D-1, Gulberg-III, Lahore to transact the following business:-

ORDINARY BUSINESS:

- a) Confirmation of the minutes of the 60th Annual General Meeting of the Thal Industries Corporation Limited held on 25-01-2014.
- b) To receive, consider and adopt Annual Audited Accounts alongwith Balance Sheet for the year ended 30th September 2014 together with Auditors' and Directors' reports thereon.
- c) To consider and approve cash dividend @ of Rs. 0.75 per share i.e. 7.5% for the year ended 30th September, 2014.
- d) To appoint Auditors for the year ending 30th September, 2015 and to fix their remuneration. M/s. Rahman Sarfaraz Rahim Iqbal Rafiq, Chartered Accountants retire. They have offered their services for re-appointment for the year ending 30-09-2015.
- e) To consider any other business with the permission of the Chair.

BY ORDER OF THE BOARD

(WASIF MAHMOOD)
Company Secretary

Lahore: 26th December-2014

Note:

1. Share Transfer Books of the Company will remain closed from 21-01-2015 to 27-01-2015 (both days inclusive). No transfer of shares will be accepted for registration during the closed period. However, transfer received at the office of the Company's Share Registrar Office at M/s. Corplink (Pvt.) Limited, Wings Arcade, 1-K, Commercial Model Town, Lahore by the close of business hours on 20th January 2015 will be treated in time for the entitlement of payout of dividend.
2. Members are requested to attend in person alongwith national identity card or appoint some other member as proxy and send their proxy duly witnessed so as to reach at 2D-1 Gulberg III, Lahore not later than 48 hours before the time of holding the meeting.
3. Copies of Memorandum and Articles of Association of the Company, Listing Regulations of the Stock Exchanges, Companies Ordinance 1984 and other relevant laws/record may be inspected during the business hours on any working day at 2D-1, Gulberg III, Lahore from the date of the publication of the notice till the conclusion of the general meeting. A Corporate member of the Company may by a resolution of its Board of Directors authorize a person to act as its representative at the meeting.
4. Shareholders are requested to promptly notify the change in their address, if any to the Company's Share Registrar M/s. Corplink (Pvt.) Limited, Wings Arcade, 1-K, Commercial, Model Town, Lahore and also furnish attested photocopy of their computerized National Identity Card as per Listing Regulations, if not provided earlier.
5. CDC shareholders are requested to bring with them their CNICs, Participants' ID numbers and their account numbers duly verified by the CDC at the time of attending the Annual General Meeting in order to facilitate identification. In case of corporate entity, a certified copy of the resolution passed by the Board of Directors/ valid Power of Attorney with specimen signatures of the nominee be produced at the time of meeting.

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Notes:

1. Submission of Copy of CNIC (Mandatory):

As directed by the SECP through its Notification No. SRO 779 (1) 2011 of August 18, 2011, dividend warrants cannot be issued without valid CNICs through advertisement in newspapers dated 24-02-2014; all shareholders were advised to submit copies of their valid CNICs. In the absence of shareholders valid CNIC the company will be constrained to withhold dispatch of dividend to such shareholders. Those shareholders who have not yet submitted their valid CNICs are once again advised to provide attested copies of their valid CNICs with their folio numbers to the company's Share Registrar M/s. Corplink (Pvt.) Limited, if they hold physical shares, to ensure timely disbursement of dividend.

2. Revision of Withholding Tax on dividend income under Section 150 of Income Tax Ordinance 2001 through Finance Act, 2014.

It is further being informed that pursuant to the provisions of Finance Act, 2014 effective from July1, 2014 a new criteria for withholding of tax on dividend income has been introduced by Federal Board of Revenue (FBR) as per this criteria, Filer and Non Filer shareholders will pay tax on dividend income @ 10 % and 15% respectively.

You are therefore advised to check and ensure your Filer status from Active Tax Payer List (ATL) available to FBR, website as well as ensure that your CNIC/ Passport number has been recorded by your Participant/ Investor Account Services (in case your shareholding is in book entry form) with their folio numbers to the Company's Share Registrar M/s. Corpolink (Pvt.) Ltd.

3. Payment of Dividend Electronically (Optional)

In order to enable a more efficient method of cash dividend through its Circular No. 8(4)SM/CDC 2008 of April 05, 2013, the SECP has announced an e-dividend mechanism where shareholders can get their dividend credited directly into their respective bank accounts electronically by authorizing the Company to electronically credit their dividend to their accounts. Accordingly, all non CDC shareholders are requested to send their bank account details to the Company's Registrar, Shareholders who hold shares with CDC or Participants/Stock Brokers are advised to provide the mandate to CDC or their Participants/ Stock Brokers.

4. Audited Financial Statements through e-mail (Optional)

SECP through its Notification SRO No. 787 (1) 2014 dated September 8, 2014 has allowed the circulation of Audited Financial Statements along with Notice of Annual General Meeting to the members of the Company through email. Therefore, all members of the Company who wish to receive soft copy of Annual Report 2014 or condensed interim financial information are requested to send their email address. The Consent Form for electronic transmission could be downloaded from Company's website: www.thalindustries.com .

The Company has already dispatched hard copy of the Audited Financial Statement to the Company shareholders.