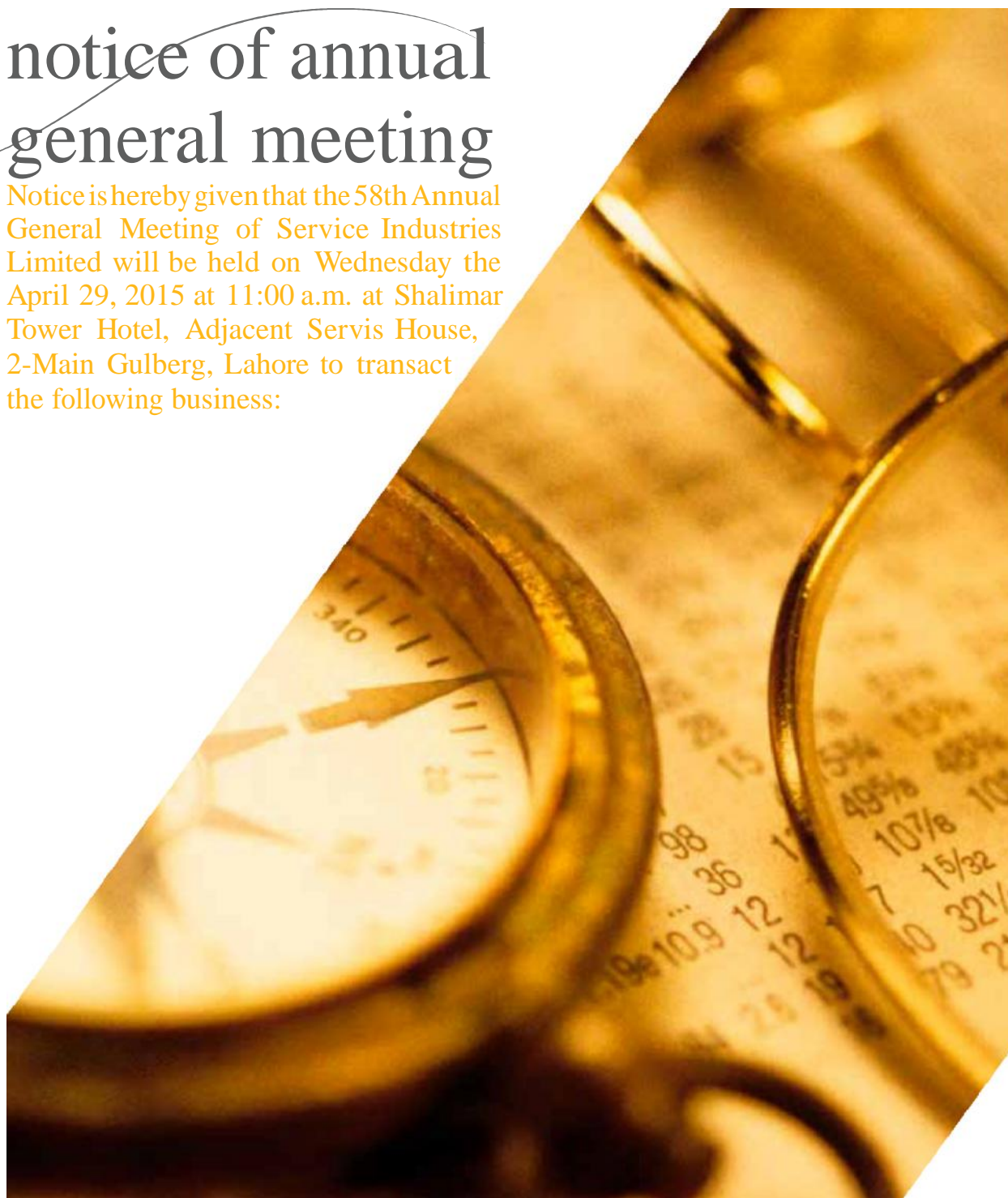


notice of annual general meeting

Notice is hereby given that the 58th Annual General Meeting of Service Industries Limited will be held on Wednesday the April 29, 2015 at 11:00 a.m. at Shalimar Tower Hotel, Adjacent Servis House, 2-Main Gulberg, Lahore to transact the following business:



Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended December 31, 2014 together with the Directors' and Auditors' Reports thereon.
2. To approve the final cash dividend of Rs. 15 per share i.e. 150% as recommended by the Board of Directors in addition to the interim cash dividend of Rs. 10 per share i.e. 100% already paid to the shareholders of the Company making a total cash dividend of Rs. 25 per share i.e. 250% for the year ended December 31, 2014.
3. To appoint Auditors for the year 2015 and to fix their remuneration. M/s. S. M. Masood & Co., Chartered Accountants, being eligible, have offered themselves for re-appointment.

By Order of the Board

NOTES:

1. The Share Transfer Books of the Company will remain closed from April 22, 2015 to April 29, 2015 (both days inclusive). Transfers received in order by our Shares Registrar, M/s. Hameed Majeed Associates (Pvt.) Limited, 1st Floor, H.M. House, 7-Bank Square, Lahore by the close of business on April 21, 2015 will be considered in time for the purpose of payment of final cash dividend and for the purpose of attending and voting at the meeting.
2. A member of the Company entitled to attend and vote at the Annual General Meeting may appoint another member as his / her proxy to attend and vote in place of him / her at the meeting. Proxies in order to be effective must be received at the Registered Office of the Company duly stamped and signed not less than 48 hours before the time of meeting. A proxy must be a member of the Company.
3. Shareholders, who have deposited their shares into Central Depository Company of Pakistan, must bring their participant's ID numbers and account / sub account numbers along with original Computerized National Identity Cards or original Passports at the time of attending the meeting in order to facilitate identification of respective shareholders.
4. In case of corporate entity, the Board of Directors' resolution / power of attorney with specimen signature of the nominee shall be produced at the time of meeting.
5. The directive of the Securities and Exchange Commission of Pakistan contained in SRO No. 831(I) / 2012 dated July 05, 2012 read with SRO No. 19 (I) / 2014 dated January 10, 2014 provides that the dividend warrants should bear the Computerized National Identity Card (CNIC) Numbers of the registered members or the authorized person except in the case of minor(s) and corporate members. CNIC numbers of the members are, therefore, mandatory for the issuance of future dividend warrants and in the absence of such information, payment of dividend may be withheld. Therefore, the members who have not yet provided their CNICs are once again advised to provide the attested copies of their CNICs (if not already provided) to our Shares Registrar.
6. In order to make process of payment of cash dividend more efficient, e-dividend mechanism has been envisaged by SECP where shareholders can get amount of the dividend credited into their respective bank accounts electronically. In this way, dividends may be instantly credited to respective bank accounts and there are no chances of dividend warrants getting lost in the post, undelivered or delivered to the wrong address, etc. The Securities and Exchange Commission of Pakistan (SECP) through Notice

No. 8(4) SM/CDC 2008 dated April 05, 2013 has advised all listed companies to adopt e-dividend mechanism due to the benefits it entails for their members. In view of the above, you are hereby encouraged to provide a dividend mandate in favour of e-dividend by providing dividend mandate form duly filled in and signed.

7. The Government of Pakistan through Finance Act, 2014 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 rates are as follows:
 - (a) For filers of income tax returns 10%
 - (b) For non-filers of income tax returns 15%

To enable the Company to make tax deduction on the amount of cash dividend @10% instead of 15% all the 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 payment of the cash dividend, otherwise tax on their cash dividend will be deducted @15% instead of 10%.

For any query / problem / information, the investors may contact the Shares Registrar: Mr. Abdul Ghafoor, Phone No. 042-37235081-82, e-mail address shares@hmaconsultants.com and / or the Company: Mr. Bashir Ahmed, Phone No. 042-35751990, Fax: 042-35711827.

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 the Shares Registrar. The shareholders while sending NTN or NTN certificates, as the case may be, must quote company name and their respective folio numbers.

8. The financial statements of the Company for the year ended December 31, 2014 along with reports have been placed at the website of the Company www.servisgroup.com.
9. The Securities and Exchange Commission of Pakistan vide SRO 787(1)/2014 dated September 08, 2014 has allowed companies to circulate annual balance sheet, profit & loss account, auditors report and directors report along with notice of annual general meeting to its members through e-mail. Members who wish to avail this facility can give their consent on the Standard Request Form available on Company's website.
10. Members are advised to immediately notify the change in their addresses, if any to our Shares Registrar.

Statement under Rule 4(2) of the Companies (Investment in Associated Companies or Associated Undertakings) Regulations, 2012

Name of Investee Company.	S2 Power Limited.
Total Investment Approved.	Long term equity investment up to Rs. 25 million was approved by the members in EOGM held on July 24, 2014 which is valid for the period of three (3) years pursuant to Section 208 of the Companies Ordinance, 1984.
Amount of Investment made to date.	No investment has been made so far by the Company.
Reasons for not having made complete investment so far where resolution required it to be implemented in specified time.	The project is in its initial stages of approval. The investment will be made as and when funds are required by the associated company.
Material change in financial statements of associated company or associated undertaking since the date of the resolution passed for approval of investment in such company.	S2 Power Limited is a newly incorporated company; therefore, this clause is not applicable.