



## ICI PAKISTAN LTD.

ICI House, 5 West Wharf,  
Karachi 74000

T +92 21 3231 3717-22  
F +92 21 3231 1739  
UAN 111 100 200

[www.ici.com.pk](http://www.ici.com.pk)

The General Manager  
Pakistan Stock Exchange Limited  
Stock Exchange Building  
Stock Exchange Road  
Karachi.

April 20, 2020  
Ref # ICI/ComSec/2020/34

Subject: **Rescheduling of the Extraordinary General Meeting of ICI Pakistan Ltd.**

Dear Sir,

Due to the tightening of the lockdown conditions, ICI Pakistan Limited (the 'Company') had by its Notice dated April 13, 2020 decided to postpone the Extraordinary General Meeting (EOGM) convened for April 20, 2020 for the Election of Directors.

The Board of Directors of the Company have now decided to hold the EOGM on Monday, May 11, 2020 at 12:00 PM via video-link. The decision to convene the meeting via video-link has been taken for the safety of the shareholders, directors and employees of the Company.

In this regard, kindly find attached the Notice of Rescheduled EOGM (the 'Notice'), which will be published in Business Recorder (English) and Roznama Dunya (Urdu) on Tuesday April 21, 2020.

Please also find attached herewith the Proxy Form for the use by the shareholders of the Company. In line with the relaxation allowed by SECP under Circular No. 10 of 2020 and due to COVID 19 restrictions, the Company will be unable to send copies of the Notice through post to its members. However, the Notice along with Proxy Form will be available on the Company's website <https://www.ici.com.pk/>. In the event of any difficulty in accessing the Notice or the Proxy Form, members can contact the Company at WhatsApp number 0301-1177529 or by email at [EOGM2020@ici.com.pk](mailto:EOGM2020@ici.com.pk)

The Company will, however, send a copy of the Notice and Proxy Form via email to those members who have provided their email addresses to the Share Registrar of the Company (FAMCO Associates (Pvt.) Ltd).

The share transfer book of the Company will now remain closed from May 5, 2020 to May 11, 2020 (both days inclusive) for attending and voting at the EOGM.

Yours faithfully,

Nausheen Ahmad  
Company Secretary

c.c.: The Executive Director (Enforcement)  
Securities and Exchange Commission of Pakistan  
NIC Building, Jinnah Avenue,  
Islamabad





# NOTICE OF RESCHEDULED EXTRAORDINARY GENERAL MEETING

We refer to the earlier Notice of Extraordinary General Meeting dated March 27, 2020 and notice dated April 13, 2020 announcing its postponement. In this connection, notice is hereby given that the Extraordinary General Meeting ('EOGM') of ICI Pakistan Limited (the "Company") has been rescheduled and the EOGM will now be held on Monday, May 11, 2020, at 12:00 P.M., virtually via video-link (as permitted by the Securities and Exchange Commission of Pakistan).

The EOGM is being held to transact the following business:

## ORDINARY BUSINESS:

1. To elect eight (8) Directors as fixed by the Board under the provisions of the Companies Act, 2017 for a period of three years. In terms of section 159(1) of the Companies Act, 2017, the Directors of the Company have fixed the number of elected Directors at eight (8).

Following are the retiring Directors:

1. Mr. Muhammad Sohail Tabba
2. Mr. Muhammad Ali Tabba
3. Mr. Jawed Yunus Tabba
4. Ms. Amina Abdul Aziz Bawany
5. Mr. Asif Jooma
6. Mr. Muhammad Abid Ganatra\*
7. Khawaja Iqbal Hassan
8. Mr. Kamal A Chinoy

\*Chief Financial Officer

All retiring Directors are eligible to offer themselves for re-election. Any person who seeks to contest election of Directors must file a notice of his/her intention to offer himself/herself for election as a Director in terms of section 159(3) of the Companies Act, 2017 no later than 14 days before the day of the EOGM.

2. To consider any other transaction with the permission of the Chair.

By order of the Board

April 20, 2020  
Karachi

**Nausheen Ahmad**  
Company Secretary

Instructions with regard to participation appear in the notes below. While convening the EOGM through video-link, the Company will observe the quorum provisions and will comply with all the regulatory requirements.

## NOTES:

### 1. Electronic Notice of Rescheduled EOGM

In line with the relaxation allowed by Securities and Exchange Commission of Pakistan (SECP) under Circular No. 10 of 2020 and due to COVID 19 restrictions, the Company will be unable to send copies of this Notice of Rescheduled EOGM (the 'Notice') through post to its members. However, the Notice along with proxy form is available on the Company's website <https://www.ici.com.pk/> and has been sent to the PSX via the PUCAR system. In the event of any difficulty in accessing the Notice or the proxy form, members can contact the Company at WhatsApp number 0301-1177529 or by email at [EOGM2020@ici.com.pk](mailto:EOGM2020@ici.com.pk). The Company will send a copy of the Notice and proxy form via email to those members who have provided their email addresses to the Share Registrar of the Company (FAMCO Associates (Pvt) Limited).

### 2. Closure of Share Transfer Books.

Share Transfer Books of the Company will now remain closed from **May 5, 2020 to May 11, 2020 (both days inclusive)**. Transfers received in order at the office of our Shares Registrar, FAMCO Associates (Pvt) Limited, 8-F, Block-6, P.E.C.H.S., Shakra-e-Faisal, Karachi, by the close of business on **May 4, 2020** will be considered in time, to entitle the transferees to attend the EOGM.

### 3. Participation in the EOGM.

Members whose names appearing in the Register of Members as of close of business on May 4, 2020, are entitled to attend and vote at the EOGM. A Member entitled to attend and vote at the EOGM is entitled to appoint a proxy to attend, speak and vote for him/her. In case of individuals, a proxy must be a Member of the Company.

Copies of the instrument of proxy may be downloaded from the Company's website: <http://www.ici.com.pk>.

An instrument of proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy/CTC of such power or authority, must, to be valid, be deposited through email on [EOGM2020@ici.com.pk](mailto:EOGM2020@ici.com.pk) not less than 48 hours before the time of the EOGM.

Members are requested to submit a copy of their Computerized National Identity Card/Smart National Identity Card (CNIC/SNIC), if not already provided and please immediately notify changes in the registered address to our Shares Registrar, FAMCO Associates (Pvt) Ltd.

### 4. Guidelines for Central Depository Company of Pakistan Limited ('CDC') Account Holders.

#### A. For Attending the EOGM:

- (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 sharing a copy of his/her CNIC/SNIC or passport through email (as mentioned in the notes) at least 48 hours before the EOGM.
- (ii) In case of corporate entity, the Board of Directors' resolution/power of attorney with specimen signature of the nominee shall be shared through email (as mentioned in the notes) (unless it has been provided earlier) at least 48 hours before the EOGM.

#### 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 share the proxy form as per the above requirement.
- (ii) The proxy form shall be witnessed by two persons whose names, addresses and CNIC/SNIC numbers shall be mentioned on the form.
- (iii) Copies of CNIC/SNIC or the passport of the beneficial owners and the proxy shall be furnished with the proxy form through email (as mentioned in the notes).
- (iv) The proxy shall share a copy of his/her CNIC/SNIC or passport through email (as mentioned in the notes).
- (v) In case of a 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 through email (as mentioned in the notes).

### 5. Attendance of EOGM through video-link.

As permitted by Circular No. 5 of 2020 issued by SECP and in the interest of the Company's shareholders, directors and employees, the EOGM will be held virtually via video-link.

- a. To attend the EOGM through the video-link, members are requested to register themselves by providing the following information through email at [EOGM2020@ici.com.pk](mailto:EOGM2020@ici.com.pk) at least 48 hours before the EOGM.

Name of Shareholder	CNIC Number	Folio Number/ CDC Account No.	Cell Number	Email Address

- b. Members who are registered, after necessary verification as per the above requirement, will be provided a video-link by the Company via email.
- c. The login facility will remain open from 11:45 a.m. till the end of the EOGM.
- d. Members can also share their comments/ suggestions on the agenda of election of Directors on WhatsApp number at 0301-1177529 or by email at [EOGM2020@ici.com.pk](mailto:EOGM2020@ici.com.pk)



**Form of Proxy**  
**Extraordinary General Meeting**  
May 11, 2020 at 12:00 PM  
by Video-Link

I / We \_\_\_\_\_  
of \_\_\_\_\_  
being member(s) of ICI Pakistan Limited holding \_\_\_\_\_  
ordinary shares hereby appoint \_\_\_\_\_  
of \_\_\_\_\_ or failing him / her \_\_\_\_\_  
of \_\_\_\_\_ who is / are also member(s) of ICI Pakistan Limited as my/our proxy in my / our  
absence to attend and vote for me / us and on my / our behalf at the Extraordinary General Meeting of the  
Company to be held on May 11, 2020 at 12:00 PM through video-link and at any adjournment thereof.

As witness my / our hand / seal this \_\_\_\_\_ day of \_\_\_\_\_ 2020.

Signed by the said \_\_\_\_\_

in the presence of 1. \_\_\_\_\_  
\_\_\_\_\_  
2. \_\_\_\_\_  
\_\_\_\_\_

Signature

Folio / CDC Account No.

This signature should  
agree with the specimen  
registered with the Company.

**Important:**

1. The scanned copy of Proxy Form, duly completed and signed, must be received at the email address [EOGM2020@ici.com.pk](mailto:EOGM2020@ici.com.pk) not less than 48 hours before the time of holding the meeting. Additionally, the information specified in the Notice of Rescheduled Extraordinary General Meeting dated April 20, 2020 to attend by video-link will have to be provided.
2. No person shall act as proxy unless he himself is a member of the Company, except that a corporation may appoint a person who is not a member.
3. If a member appoints more than one proxy and more than one instruments of proxy are deposited by a member with the Company, all such instruments of proxy shall be rendered invalid.

**For CDC Account Holders / Corporate Entities:**

In addition to the above the following requirements have to be met:

- i) The proxy form shall be witnessed by two persons whose names, addresses and CNIC / SNIC (Computer National Identity Card / Smart National Identity Card) numbers shall be mentioned on the form.
- ii) Scanned copies of CNIC / SNIC or the passport of the beneficial owners and the proxy shall be submitted with the proxy form through email (as mentioned in the notes).
- iii) 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 through email (as mentioned in the notes).