



ARCHROMA PAKISTAN LIMITED

NOTICE OF MEETING

NOTICE is hereby given that an Extra-Ordinary General Meeting of Archroma Pakistan Limited will be held at the Company's Registered Office at 1-A/1, Sector 20, Korangi Industrial Area, Korangi, Karachi on Thursday, 25 March 2021 at 10:00 a.m. for the purpose of transacting the following business:

Ordinary Business

1. To elect 7 (Seven) Directors of the Company as fixed by the Board, in accordance with the provisions of the Section 159 of the Companies Act, 2017, for a term of 3 years commencing on April 1, 2021. The retiring Directors are as under.

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|-------------------------|-------------------------------|
| i. Dr. S. Mubarik Ali | ii. Mr. Mujtaba Rahim |
| iii. Mr. Marcos Furrer | iv. Mr. Michel Zumstein |
| v. Mr. Roland Waibel | vi. Mr. M Z Moin Mohajir |
| vii. Mr. Shahid Ghaffar | viii. Ms. Yasmin Peermohammad |

2. To transact any other business with the permission of the chair.

By the order of the Board

A handwritten signature in black ink, appearing to read "M. Irfan Lakhani", is written over a horizontal line.

M. Irfan Lakhani
Company Secretary

Karachi: 02 March 2021



Notes:

1. Book Closure:

The Share Transfer Books of the Company will remain closed from 17th March 2021 to 25th March 2021 (both days inclusive). Transfers received in order by the Company's Share Registrar, M/s. FAMCO Associates (Pvt) Limited, 8-F, near Hotel Faran, Nursery, Block- 6, P.E.C.H.S Shahreh-e-Faisal, Karachi, by 16th March 2021 will be treated in time to attend and vote at the Extra-Ordinary General Meeting.

2. Election of Directors:

The present term of the office of the Board of Directors of the Company will expire on 31 March 2021. In terms of Section 159(1) of the Companies Act, 2017 the Board of Directors have fixed the number of Directors at 7 (seven) through a resolution passed in the meeting of the Board held on January 28, 2021, to be elected in the Extra-Ordinary General Meeting of the Company for a period of 3 (three) years. Any person who seeks to contest the election to the office of Director shall, whether he / she is a retiring Director or otherwise, file with the Company following documents at the registered office of the Company , not later than (14) fourteen days before the date of the scheduled Extra-ordinary General Meeting:

- a. A notice of his / her intention to offer himself / herself for the Election of Directors under Section 159(3) of the Companies Act, 2017;
- b. Consent to act as Director as per Form 28 under Section 167 of Companies Act, 2017;
- c. Detailed profile along with his / her office address for the placement onto the Company's website as required under SECP's SRO 1196(i)/2019 dated October 3, 2019;
- d. Declaration in respect of being compliant with the requirements of the Listed Companies (Code of Corporate Governance) Regulations, 2019 and the eligibility criteria, as set out in Section 153 of the Companies Act, 2017 to act as a Director or an independent Director of a listed company;
- e. Attested copy of valid CNIC and NTN;
- f. Independent Director(s) shall have to meet the criteria laid down in Section 166 of the Companies Act, 2017 and the Companies (Manner and Selection of Independent Directors) Regulation 2018; accordingly, the following additional documents are to be submitted by the candidates intending to give consent for the election of Directors as an Independent Director;



- * Declaration by Independent Director(s) under clause 6(3) of the Listed Companies (Code of Corporate Governance) Regulations 2019;
- * Undertaking on non-judicial stamp paper that he / she meets the requirements of sub-regulation (1) of Regulation 4 of the Companies (Manner and Selection of Independent Directors) Regulations 2018.

The final list of contesting Directors will be circulated not later than 7 (seven) days before the date of the scheduled Extra-ordinary General Meeting, in terms of Section 159(4). Further, the website of the Company will also be updated with the required information.

3. Appointment of Proxy:

A member entitled to attend and vote at the Extra-Ordinary General Meeting shall be entitled to appoint another member, as a proxy to attend and vote on his/her behalf. The proxies in order to be effective must be received at the Registered Office or Share Registrar of the Company not less than 48 (forty-eight) hours before the time of the meeting. The form of proxy is appended to the notice of Extra-ordinary General Meeting and being dispatched to the Members.

4. Members:

Any individual entitled to attend and vote at this Extra-ordinary General Meeting must bring the CNIC or Passport along with his / her CDC account number to prove his / her identity and in case of Proxy, must enclose an attested copy of the CNIC or Passport. The representatives of Corporate members should bring the Board of Directors' / Trustees' resolution / power of attorney with specimen signatures of the nominee to be produced (unless it has been provided earlier) at the time of the meeting. The CDC Account holders will further have to follow the guidelines as laid down in Circular No. 1 dated January 26, 2000 issued by the SECP.

5. Postal Ballot:

Pursuant to Companies (Postal Ballot), Regulations 2018 for the purpose of election of directors, where in case number of contestants are more than the number of directors to be elected, members will be allowed to exercise their right to vote through postal ballot, that is voting by post in accordance with the requirements and procedures contained in the aforesaid regulation.

6. Participation in the Extra Ordinary General Meeting (Electronically):

The shareholders who wish to attend the Extra-Ordinary General Meeting electronically are requested to get themselves registered by sending their particulars at the designated e-mail address info.shares@famco.com.pk and muhammad.irfan@archroma.com, giving particulars as per below table by the close of business hours (5:00 p.m.) on March 22, 2021.



Name of Shareholder	CNIC No. / NTN No.	CDC Participant ID / Folio No.	Cell No.	E-mail Address

The video link (Microsoft Teams Meeting) would be provided to the registered shareholders / proxies who have provided all the requested information. Shareholders are also encouraged to send their comments / suggestion related to the agenda item of EOGM on the above-mentioned e-mail address by the close of business hours (5:00p.m.) on March 22, 2021.

7. Placement of Extra Ordinary General Meeting Notice On The Website:

The notice of Extra Ordinary General Meeting has been placed on Company's website www.archroma.com.pk.

**Statement of Material Facts Required Under Section 166 (3) Of The Companies Act, 2017
In Respect Of Appointment Of Independent Director's**

Independent Directors will be elected through the process of election of directors in terms of Section 159 of the Act and they shall meet the criteria laid down under Section 166 (2) of the Act.