

ITTEHAD CHEMICALS LIMITED
NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that the Extraordinary General Meeting of the Shareholders of Ittehad Chemicals Limited will be held on **Tuesday, March 28, 2023 at 11:00 a.m.** at the Registered Office of the Company situated at 39-Empress Road, Lahore to transact the following business:

ORDINARY BUSINESS:

1. To confirm the minutes of 31st Annual General Meeting held on October 27, 2022.
2. To elect Seven (7) Directors as fixed by the Board in accordance with Section 159(1) of the Companies Act, 2017 (the "Act") for a period of three years commencing from March 28, 2023. The names of retiring Directors are as under:
 1. Mr. Muhammad Siddique Khatri
 2. Mr. Abdul Sattar Khatri
 3. Mr. Waqas Siddiq Khatri
 4. Mrs. Farhana Abdul Sattar Khatri
 5. Mr. Abdullah Mustafa
 6. Mr. Pervaiz Ahmad Khan
 7. Mr. Pervez Ismail

The following retiring Directors being eligible offer themselves for re-election.

1. Mr. Muhammad Siddique Khatri
2. Mr. Abdul Sattar Khatri
3. Mr. Waqas Siddiq Khatri
4. Mrs. Farhana Abdul Sattar Khatri
5. Mr. Pervez Ismail (Independent Director)

Apart from above, Mr. Ahmed Mustafa being eligible offers himself for election in place of Mr. Abdullah Mustafa who is not seeking the election. Mr. Ali Asrar Hossain Aga being eligible offers himself for election as an Independent Director in place of Mr. Pervaiz Ahmad Khan who is not eligible for re-election, as he has completed his three (3) consecutive terms as Independent Director. If the Company receives an offer from any other member for contesting the election, the same will be published in terms of section 159(4) of the Act. The Statement of facts under section 166(3) of the Act is annexed with the Notice.

SPECIAL BUSINESS:

3. To ratify and approve transactions carried out by the Company with Related Parties as specified in statement under Section 134(3) of the Companies Act, 2017 by passing the following special resolution with or without modification:

"Resolved that the transactions carried out in the normal course of business with related parties and associated companies as disclosed in Note # 48 of the Financial Statements for the year ended June 30, 2022, be and are hereby ratified and approved."

Further resolved that the Board of Directors be and is hereby authorized to approve transactions to be carried out in the normal cause of business with related parties and associated companies during the ensuing year ending on June 30, 2023.

ANY OTHER BUSINESS

4. To transact any other business with the permission of the Chair.

By Order of the Board

Lahore
February 16, 2023

Abdul Mansoor Khan
Company Secretary

NOTES:

1. The shareholders can also attend the meeting remotely through video link facility via Zoom Video link. The interested participants are required to email their credentials including their names, the institution they represent with subject matter "Extra-Ordinary General Meeting" at mansoor.khan@ittehadchemicals.com & fahad.hussain@ittehadchemicals.com not later than seven (07) days before EOGM. Upon authentication, the video link and login credential will be shared.
2. Any member who seeks to contest the election of the directors whether he is a retiring director or otherwise, must file the following documents and information with the Company at its Registered Office 39 - Empress Road, Lahore, not later than 14 days before the date of the meeting:
 - a) Notice of his/her intention to offer himself/herself for the election as directors in terms of Section 159(3) of the Companies Act, 2017.
 - b) Consent to act as a Director on duly signed and completed Form-28 under Section 167(1) of the Companies Act, 2017.
 - c) Detailed profile along with his/her office address for placement on Company's website.
 - d) Attested copy of valid CNIC/Passport and National Tax Number (NTN).
 - e) His/her Folio Number/CDC Investor Account Number/CDC Participant ID Number/Sub Account Number. A person must have qualifying shares of the Company at the time of filing of his/her consent to act as Director. The aforesaid qualification shall not be applicable to persons mentioned in proviso to Section 153(i) of this Act.
 - f) Detail of other directorship and offices held.
 - g) Signed declaration to the effect that he/she is aware of duties and powers of Directors under the Companies Act, 2017, Memorandum and Articles of Association of the Company, Rule Book of Pakistan Stock Exchange Limited, the Listed Companies (Code of Corporate Governance) Regulations, 2019 and other relevant laws and regulations.
 - h) Signed declaration to the effect that he/she is compliant with requirements and eligibility / qualification criteria as set out in the Companies Act, 2017, Listed Companies (Code of Corporate Governance) Regulations, 2019 and other relevant laws and regulations for appointment as Director/Independent Director of a listed company.

- i) Declaration by Independent Director(s) under Clause 6(3) of the Listed Companies (Code of Corporate Governance) Regulations 2019; and
 - j) Undertaking on non-judicial stamp paper that he/she meet the requirements of sub regulation (1) of Regulation 4 of the Companies (Manner and selection of Independent Directors) Regulations, 2018.
3. The Share Transfer Books of the Company will remain closed from **March 21, 2023 to March 28, 2023 (both days inclusive)**. Transfers received in order by our Shares Registrar, M/s. Hameed Majeed Associates (Pvt.) Limited, H.M. House, 1st Floor, 7-Bank Square, The Mall, Lahore at the close of business on March 20, 2023 will be treated in time for determination of entitlement to attend and vote in the Extraordinary General Meeting.
4. A member of the Company entitled to attend and vote at the Extraordinary 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.
5. 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.
6. 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.
7. Pursuant to "Companies (Postal Ballot) Regulations, 2018" issued vide SECP SRO.254(I)/2018 dated February 22, 2018 members may exercise their right to vote through e-voting in accordance with the requirements and procedures contained in the aforesaid regulations.
8. Members can also avail video conference facility in (name of the cities where facility can be provided keeping in view the geographical dispersal of members). In this regard fill the form and submit to the registered address of the company 10 days before the date of Extraordinary General Meeting. The video conference facility will be provided only if the company receives consent from members holding in aggregate 10% or more shareholding residing at geographical location, to participate in the meeting through video conference at least 10 days prior to the date of meeting, The company will intimate members regarding venue of video conference facility at least 5 days before the date of General Meeting along with complete information necessary to enable them to access such facility.

I / We _____ of _____ being member of Ittehad Chemicals Limited, holder of _____ Ordinary shares as per Registered Folio # / CDC Account # / Participant Id # hereby opt for Video conference facility at _____.

Signature of shareholder

STATEMENT UNDER SECTION 166(3) OF THE COMPANIES ACT, 2017

The tenure of the present Board of Directors of the Company will end on March 28, 2023. Section 166(3) of the Companies Act, 2017 requires that a statement of material facts is annexed to the Notice of General Meeting called for the purpose of election of directors which shall indicate the justification for choosing the appointee for appointment as independent director. Under the provisions of Listed Companies (Code of Corporate Governance) Regulations, 2019, the Company is required to have at least two (02) independent directors on its Board. Accordingly, the required number of Independent directors shall also be elected through the process of election of directors in terms of section 159 of the Companies Act, 2017 and the Articles of Association of the Company. Mr. Ali Asrar Hossain Aga and Mr. Pervez Ismail have given consent to act as "Independent Directors". These candidates are eligible for election as director of a listed Company and meet the criteria of independence laid down under section 166(2) of the Companies Act, 2017, the Companies (Manner and Selection of Independent Directors) Regulations, 2018 and have requisite relevant experience and skill for the position.

The Directors have no interest in the aforesaid business except as shareholder(s) of the Company.

STATEMENT UNDER SECTION 134(3) OF THE COMPANIES ACT, 2017

Transactions carried out with related parties have to be approved by the Board of Directors as recommended by the Audit Committee under the prevailing corporate laws and Company's Related Party Transaction Policy. Ittehad Chemicals Limited (the "ICL") is enjoying marketing advisory services from Chemi Multifabrics Limited (the "CML") which is a Public Limited Company. However, relative(s) of director(s) of ICL holds few shares in CML (which the relevant ICL Directors have disclosed to the ICL Board); nevertheless the marketing advisory services agreement executed between the ICL and CML has been approved by shareholders in the General Meeting as a "Special resolution". However, in order to ensure the related party transactions more transparent, the management has decided to place the related party transactions as provided in Note # 48 of the unconsolidated Financial Statements for the year ended June 30, 2022 in the Extra-Ordinary General Meeting of the shareholders to be held on 28th March, 2023" to get the transactions approved from shareholders as a "Special Resolution". The Company's Financial Statements are available on its website www.ittihadchemicals.com.