



FA/IL/0601

June 1, 2023

Syed Ahmed Abbas  
The Deputy General Manager  
Listing Department  
The Pakistan Stock Exchange Limited  
Stock Exchange Building  
Stock Exchange Road  
Karachi

**ARCHROMA PAKISTAN LIMITED**

**Registered & Corporate Office**

1-A/1, Sector 20,  
Korangi Industrial Area,  
Karachi-74900 Pakistan.

UAN : +92-21-111-275-786  
Tel : +92-21-35123261-70  
Fax : +92-21-35032337

Email: archroma.pakistan@archroma.com  
Website: www.archroma.com.pk

Please find enclosed copy of Notice of Extra Ordinary General Meeting (EOGM)  
published in Business Recorder & Daily Express dated 01.06.2023.

Thanking you,

Yours faithfully,  
Archroma Pakistan Limited

Irfan Chawala  
Director /  
Chief Financial Officer

M. Irfan Lakhani  
Company Secretary

CC: The General Manager  
Pakistan Stock Exchange Limited  
Stock Exchange Building  
I.I. Chundrigar Road  
Karachi.

**Plant:**  
Petaro Road,  
Jamshoro-76100,  
Sindh, Pakistan.  
UAN :+92-22-111-275-786  
Tel :+92-22-2109740-45  
Fax :+92-22-2109746-47

**Plant:**  
LX 10 & 11,  
Landhi Industrial Trading Estate,  
Karachi-75120, Pakistan.  
UAN :+92-21-111-330-330  
Tel :+92-21-3 8 6 7 1 7 9 9  
Fax :+92-21-35081370 & 73

**Sales Office:**  
Katar Bund Road,  
Thokar Niaz Baig,  
Lahore-54000, Pakistan.  
UAN :+92-42-111-275-786  
Tel :+92-42-35299591-94  
Fax :+92-42-35299463-64

**Sales Office:**  
Canal Road,  
Abdullah Pur,  
Faisalabad-38000, Pakistan.  
Tel :+92-41-871942  
:+92-41-8549861  
Fax :+92-41-8718501

**Sales Office:**  
APBUMA House,  
Near Pakarab Fertilizer Chowk,  
Jahangirabad Main Khanewal Road,  
Multan-60650, Pakistan.  
Tel :+92-61-4556508, 6564811  
Fax :+92-61-6774811

## NATIONAL NEWS

21 months of Taliban govt in Kabul

# Pakistan braves 73pc more terrorist attacks

ISLAMABAD: The number of terrorist attacks in Pakistan has posted a phenomenal increase of 73 percent during the 21 months since the Taliban takeover of Afghanistan compared to the corresponding period pre-August 2021 under the Asfraz Ghani-led administration, revealed a study.

According to the findings of a report titled, "Pakistan's Afghan Perspective and Policy Options", launched by Pak Institute for Peace Studies (PIPS) here on Wednesday, overall terror incidents have significantly increased inside Pakistan since August 15, 2021, when the Taliban took control of Kabul, whereas, the number

of fatalities in these attacks – from August 2021 to April 2023 – has also increased by 158 per cent.

The report, which contains significant recommendations for the policymakers, is the final outcome of extensive monitoring, research and analyses, and expert consultations the think tank has conducted since July 2021.

The report also stated that Khyber-Pakhtunkhwa and Balochistan provinces have witnessed a marked impact of the Afghan situation in terms of terrorist violence, where the number of attacks during these 21 months pro-August 2021 under the Asfraz Ghani-led administration, revealed a study.

However, the number of terrorist attacks in Punjab, Sindh and Islamabad Capital Territory has posted a relative decline since the Taliban takeover as compared to the corresponding 21 months pre-August 2021 under the Asfraz Ghani-led administration, revealed a study.

The report warned that the emerging trends of terrorism will only add to Pakistan's persistent security challenge in terms of Taliban militancy in Khyber-Pakhtunkhwa and the erstwhile tribal areas, Baloch nationalist insurgency in Balochistan, ethnic-nationalist violence in Sindh, as well as growing religious extremism and radicalism.

"Protracted over a longer period of time, such an environment of insecurity, mil-

## COAS, UK Army CGS discuss regional security

RECORDED REPORT ISLAMABAD: UK Army Chief of General Staff (CGS) General Sir Patrick Nicholas Yardley Monrad Sanders called on Chief of Army Staff General Syed Aslam Munir at General Headquarters (GHQ) on Wednesday.

Speaking on the occasion of the launch, Deputy Head of Mission of the Norwegian Embassy in Islamabad Dr Maha Noor Khan said that Norway is one of the few countries of the world that has always supported to continue to have dialogue with the Afghan Taliban.

She said that promoting conflict resolution and reconciliation is the central aspect of Norwegian foreign policy. Expressing her concern about the women's situation in Afghanistan, she said that the Taliban's interim government's decision to deny women and girls of their right to education and work is a serious violation of human rights. "We underline the need for a more representative and inclusive government in Afghanistan," she emphasized.

Professor of Politics and International Relations at the Quaid-i-Azam University in Islamabad Dr Zafar Nawaz Jaspal said that all segments of the society have a consensus that Pakistan's over five decades-long Afghan policy needed to be reviewed and be accordingly so read as follows:

**CLAUSE 5 OF THE MEMORANDUM OF ASSOCIATION**  
The Capital of the company is Rs. 10,300,000,000/- (Ten billion and three hundred million) divided into 1,015,000,000/- (One billion and fifteen million) ordinary shares of Re.1/- each and 15,000,000/- (fifteen million) Cumulative Preference Shares of 10 each. The ordinary and Cumulative Preference Shares shall have the respective rights and benefits given by and in the article of the company. The company shall have the power to increase, reduce or reorganize the capital of the company and divide the Ordinary Share Capital of the company for the time being into several classes in accordance with the provision of the law applicable for the time being.

**ARTICLE 3 OF THE ARTICLES OF ASSOCIATION**  
The present Capital of the company is Rs. 10,300,000,000/- (Ten billion and three hundred million) divided into 1,015,000,000/- (One billion and fifteen million) ordinary shares of Re.1/- each and 15,000,000/- (fifteen million) Cumulative Preference Shares of 10 each. The ordinary and Cumulative Preference Shares shall have the respective rights and benefits given by and in the article of the company. The company shall have the power to increase, reduce or reorganize the capital of the company and divide the Ordinary Share Capital of the company for the time being into several classes in accordance with the provision of the law applicable for the time being.

**ARTICLE 2 OF THE ARTICLES OF ASSOCIATION**  
The Board of Directors' may at any time and from time to time pass a resolution that any sum:

- For the use being made to the credit of any fund or reserve account of the company, including payment of dividends.
- Being included in profit in the hands of the members before being apportioned amongst shareholders as capital to and amongst the ordinary shareholders in the proportion in which they would have received them if the same had been distributed by way of dividend on the ordinary shares, effective, and the Directors shall in accordance with such resolution apply such sum in paying up in full any unissued shares as bonus shares or debentures of the company on behalf of the ordinary shareholders aforesaid, and appropriate such bonus shares or debentures and distribute the same as fully paid up to any amount such shareholders in the proportion aforesaid in satisfaction of the share and interest of such shareholders in the said capitalized sum or otherwise dealt with such sum as directed by such resolution. Where any difficulty arises in respect of any such distribution, the Directors may settle the same as they think expedient, and in particular they may fix the value for any such shares or debentures to be issued and pay such shares or debentures in respect of such shares or debentures for the benefit of the persons entitled to share in the appropriation and distribution as may seem just and expedient to the Directors.
- That the shares when issued shall carry equal voting rights and rank pari passu with the existing ordinary shares in all respects in conformity with the provisions of Section 85 of the Companies Act, 2017.
- To co-sponsor and if deemed appropriate, approve the circulation of Company's annual audited financial statement through QR enabled code and web-link as part of notice for annual general meeting and to pass the following resolution as an ordinary Resolution, with or without modification:

"Resolved that the consent and approval of the members of Mahmood Textile Mills Limited (the "Company") be and is hereby accorded and the company be and is hereby authorized to circulate annual audited financial statement to its members through QR enabled code and web-link as part of the notice of Annual General Meeting."

"Further resolved that the Chief Executive and company secretary be and are hereby authorized to take any action as may be necessary incidental or consequential to give effect to this resolution."

The members under Section 134 (3) of The Companies Act, 2017 in respect of above-mentioned Special Business is attached herewith.

Multan  
Dated 30-05-2023

**NOTES:**

1. Book Closure  
The Share transfer books of the company will remain closed from 15.6.2023 to 22.06.2023 (both days inclusive). Transfers made in or after the office of the company's Independent Share Registrar, Ms. Hanifa Mehmood Associates (Pvt) Limited, 7 Bank Square, Lahore by the close of business (5:00 PM) on 20.06.2023 will be treated in time for the purposes of attending and voting at the EOGM. Proxy forms, in English and Urdu languages are available on the Company's website.

2. Instruments of Proxies  
A member entitled to attend and vote at the meeting may appoint any other member as his/her proxy to attend and vote. The instrument appointing a proxy and the power of attorney must be deposited at the registered office of the company at least 48 hours before the time of the meeting. A proxy must be a member of the company. A company or corporation being a member of the company may appoint a representative through a resolution of board of directors for attending and voting at the meeting.

Proxy form is available on the company website.

3. Attendance  
To attend the meeting through video link, the members and their proxies are requested to register themselves by providing the following information along with their Name, Firdo Number of share held in their name, a valid copy of CNIC (both sides/photocopy attested copy of board resolution/power of attorney in case of corporate shareholder) through email at [firdo@mahmoodtextile.com.pk](mailto:firdo@mahmoodtextile.com.pk).

The shareholders who registered after the necessary verification shall be provided with a video link by the company at the said email address. The login facility will remain open from the start of the meeting till its proceedings are concluded.

4. Members who have deposited their shares into Central Depository Company of Pakistan Limited (CDC) will further have to follow the applicable guidelines as laid down by the Securities and Exchange Commission of Pakistan in Circular No. I of 2009.

5. Members are requested to notify in advance time of any change in their addresses to our independent Share Registrar.

6. Notice of Shareholder who have not provided CNIC:  
The shareholders who have not yet provided their CNIC's are once again advised to provide attested copies of their CNIC's (if not already provided) directly to our independent Share Registrar at address given in Note No. 3.

**Procedure for Voting through Postal Ballot**

a. Members may alternatively opt for voting through postal ballot. For the convenience of the members, Ballot Paper is available on the Company Website [www.mahmoodtextile.com.pk](http://www.mahmoodtextile.com.pk).

b. The members must ensure that the duly filled and signed ballot paper along with a copy of CNIC should reach the Chairman of the meeting post box of the Company's Main Office, Mehr Manzil, Lokat Gate, Multan or emailed at [firdo@mahmoodtextile.com.pk](mailto:firdo@mahmoodtextile.com.pk) one day before the EOGM i.e., 21.06.2023 before 5:00 PM. Any ballot paper received after this timeline shall not be considered for voting. The signature on the ballot paper shall needs to be signed with the CNIC.

**STATEMENT UNDER SECTION 134(3) OF THE COMPANIES ACT, 2017 CONCERNING THE SPECIAL BUSINESS TO BE TRANSMITTED AT THE GENERAL MEETING**

Reasons for increase in authority share capital is being proposed in view of the existing authorisation in order to allow further issue of shares in future. The Capital of the company is Rs. 10,300,000,000/- (Ten billion and three hundred million) divided into 1,015,000,000/- (One billion and fifteen million) ordinary shares of Re.1/- each and 15,000,000/- (fifteen million) Cumulative Preference Shares of 10 each. The ordinary and Cumulative Preference Shares shall have the respective rights and benefits given by and in the article of the company.

**Reasons for Alteration in Memorandum and Articles of Association**

The authorized share capital is being increased to cater future requirements of issue of further share capital. This necessitates the alteration of clause 5 of the Memorandum of Association of the company and article Clause 3 of the Articles of Association of the Company.

**Statement of the Board of Directors:**

We the Board of Directors of the Company hereby confirm that the proposed alteration in the Memorandum of Association for increase in authorized share capital of the company are in line with the applicable provisions of the Law and the regulatory framework.

**Reasons for Alteration in Memorandum and Articles of Association**

The authorized share capital is being increased to cater future requirements of issue of further share capital. This necessitates the alteration of clause 5 of the Memorandum of Association of the company and article Clause 3 of the Articles of Association of the Company.

**Statement of the Board of Directors:**

We the Board of Directors of the Company hereby confirm that the proposed alteration in the Memorandum of Association for increase in authorized share capital of the company are in line with the applicable provisions of the Law and the regulatory framework.



Government of Pakistan  
Pakistan Ordnance Factories  
Wah Cantt

## INVITATION TO BID

1. POFs Supply Chain Management invite bids from the original Manufacturers / authorized Dealers / Suppliers registered with Income Tax, Sales Tax Department for supply of 4 x items of Metals Non Ferrous against I.E No. Q006-LP-MAA-53-A, dt.13-4-2023.

2. Bidding documents containing item wise detail, specifications and all other terms & conditions are available for the interested bidders at the office of the undersigned OR can also be downloaded from POF website ([www.pofbidder.net.gov.pk](http://www.pofbidder.net.gov.pk)) free of cost.

3. The bids completed in all respects, must be submitted online on above mentioned portal on or before 22-6-2023, but not later than closing time 11:00 hrs. The Tenders will be opened at 12:00 hrs on the same date.

Director Supply Chain Management  
Tel. No. 051-9055-21088, Fax No. 051-9314100  
E-mail: procurement@pof.gov.pk  
PD (II) No. 742/22



ARCHROMA PAKISTAN LIMITED

## NOTICE OF EXTRAORDINARY GENERAL MEETING

This is to inform you that pursuant to the Order of the High Court of Sindh at Karachi dated May 16, 2023, passed in Civil Miscellaneous Application No. 1113 of 2023, in Petition bearing J. C. M. No. 11 of 2023 ("Order"), an Extraordinary General Meeting ("EGOM") of Archroma Pakistan Limited (the "Company") shall be held at, and conducted from, the Company's Registered Office, situated at 1-A1, Sector 20, Korangi Industrial Area, Korangi, Karachi, including through video link facility, on Friday, June 23, 2023 at 10:00 a.m., to transact the following business:

### A. SPECIAL BUSINESS

Pursuant to the Order, to consider and, if thought fit, to pass, with or without modification, the following resolution for, inter alia, the merger, by way of amalgamation, of the entire undertaking of Huntsman Textile Effects Pakistan (Private) Limited with and into Archroma Pakistan Limited, along with all ancillary matters thereto, placed before the meeting for consideration and approval, be it and is hereby approved and adopted, along with any modifications / amendments required, or conditions imposed by the High Court of Sindh at Karachi, subject to sanction by the High Court of Sindh at Karachi, in terms of the provisions of the Companies Act, 2017.

The proposed resolution to be passed by the requisite majority under Sections 279 and 282 of the Companies Act, 2017 is as under:

**'RESOLVED THAT THE Scheme of Arrangement dated April 27, 2023, for, inter alia, the merger, by way of amalgamation, of the entire undertaking of Huntsman Textile Effects Pakistan (Private) Limited with and into Archroma Pakistan Limited, along with all ancillary matters thereto, placed before the meeting for consideration and approval, be it and is hereby approved and adopted, along with any modifications / amendments required, or conditions imposed by the High Court of Sindh at Karachi, subject to sanction by the High Court of Sindh at Karachi.'**

The Scheme of Arrangement will be subject to the subsequent sanction of the High Court of Sindh at Karachi.

### B. OTHER BUSINESS

To transact any other business that may be placed before the meeting with the permission of the Chair.

By the order of the Board

Irfan Lakhani  
Company Secretary

### NOTES:

1. The share transfer books of the Company shall remain closed from June 15, 2023 to June 23, 2023 (both days inclusive). Transfers received in order at the office of the Company's Share Registrar i.e. FAMCO Associates (Private) Limited, situated at 8-F, Near Hotel Firdaus, Nisarch Block 6, P.E.C.H.S., Shohra-e-Faisal, Karachi before the close of business on June 14, 2023 will be treated in time for the purpose of entitlement of attending and voting at the EGOM.
2. All members, whose names appear in the register of members of the Company as on June 14, 2023, are entitled to attend (in person or by Teams link facility), participate in and vote at the EGOM.
3. A member of the Company entitled to attend and vote at the EGOM may appoint proxy to attend and vote instead of him / her.
4. A proxy need not be a member of the company. Proxy in order to be effective must be received at the registered office of the Company not later than 48 hours before the time for holding the EGOM. Copy of the instrument may be obtained from the registered office of the Company during normal office hours. Furthermore, the proxy form can also be downloaded from the Company's website: [www.archroma.com.pk](http://www.archroma.com.pk)
5. Members whose shares are deposited with Central Depository Company (CDC) are requested to bring their Original National Identity Card and account number in CDC for verification.
6. In the light of relevant guidelines issued by the Securities and Exchange Commission of Pakistan (SECP) from time to time, including vide letter No. SMD:SER/2/20/2021/117 dated December 15, 2021, members are encouraged to participate in the EGOM through electronic facility organized by the Company.

In order to attend the EGOM through electronic means the members are hereby requested to get themselves registered by sending their particulars at the designated email address [mohsin.al@archroma.com](mailto:mohsin.al@archroma.com), giving particulars as per below table not later than 48 hours by providing the following details:

Name of Shareholder / Proxy Holder	CNIC No. / NTN No.	Folio No. / CDC Account No.	*Mobile No.	*Email Address

\*Shareholders are requested to provide their active mobile numbers and email address to ensure timely communication.

The login facility will be opened thirty minutes before the meeting time to enable the participants to join the meeting after identification process. The members / shareholders will be able to log-in and participate in the EGOM proceedings through their devices after completing all the formalities required for the identification and verification of the shareholders.

6. Persons also are required to attach a copy of their CNIC and where applicable, a copy/ies of the CNIC of the member(s) of whom he / she / they hold proxy/ies while sending the information with reference to Note 5 above. Without the copy of the CNIC, such person(s) shall not be registered for the Teams-link facility.

If a member appoints more than one proxy and more than one instrument of proxy is deposited by a member, all such instruments of proxy shall be rendered invalid.

8. In case of a corporate entity, the Board of Directors' resolution / power of attorney with specimen signatures of the nominee shall be accompanied with the Board of Directors' resolution / power of attorney with specimen signatures.

9. As per Section 72 of the Companies Act, 2017 (Act), every existing listed company shall be required to replace its physical shares with book-entry form in a manner as may be specified and from the date notified by the SECP, within a period not exceeding four years from the commencement of the Act i.e., May 30, 2017. Further, SECP vide its letter dated March 26, 2021 has advised companies to comply with Section 72 of the Act and encourage shareholders to convert their shares in book entry form. In light of above, members having physical shareholding are requested to open a CDC sub-account with any of the brokers or an investor Account directly with the CDC to place their physical shares into scrip less form.

10. Members holding shares in physical form are requested to notify any change in their addresses immediately to the Share Registrar of the Company. Members having shares in their CDC accounts are required to have their addresses updated with their respective participants.

11. The Company shall provide video conference facility to its members for attending the EGOM at places other than the town in which the EGOM is taking place, provided that if members, collectively holding 10% (ten percent) or more shareholding residing at a geographical location, provide their consent to participate in the meeting through video conference at least 7 days prior to date of the EGOM, the Company shall arrange video conference facility in that city, subject to availability of such facility in that city.

In this regard, please fill the following form and submit the same to the registered address of the Company 7 days before holding of the EGOM. The Company will, if such facility is available, intimate members regarding venue of video conference facility at least 5 days before the date of EGOM along with complete information necessary to enable them to access such facility.

"I/W, \_\_\_\_\_ of \_\_\_\_\_ being a member of Archroma Pakistan Limited, holder of \_\_\_\_\_ ordinary shares as per registered folio # \_\_\_\_\_ hereby opt for video conference facility at \_\_\_\_\_ Signature of Member"

12. Copies of, inter alia, the Scheme of Arrangement dated April 27, 2023, Swap Letter dated April 27, 2023 issued by EY Ford Rhodes, the special purpose financial statements of the Company specially audited for the three month period ended December 31, 2022, and any other information relevant to the special business in respect of the Company shall be available upon request and for inspection, by any person entitled to attend the EGOM from the registered office of the Company, located at 1-A1, Sector 20, Korangi Industrial Area, Korangi, Karachi, free of cost during normal office hours, from the date of this notice till the conclusion of the EGOM. Such information shall also be placed for inspection of members of the Company during the EGOM. The aforementioned documents have been circulated to the members with the notice of the EGOM.

13. It is hereby notified that pursuant to the Companies (Postal Ballot) Regulations, 2018 and its amendments notified vide SRO 2192(I) dated December 05, 2022, members will be allowed to exercise their right to vote for the special business in the EGOM, in accordance with the condition mentioned in the aforesaid regulations. The Company shall provide its members with the following options for voting:

i) E-Voting Procedure  
(a) Details of the e-voting facility will be shared through an e-mail with those members of the Company who have their valid CNIC numbers, cell numbers, and e-mail addresses available in the register of members of the Company within due course.

(b) The web address, login details, will be communicated to members via email. The security codes will be communicated to members through SMS from web portal of FAMCO Associates (Private) Limited. Share Registrar (being the e-voting service provider).

(c) Identity of the members intending to cast vote through e-Voting shall be authenticated through electronic signature or authentication for login.

(d) E-Voting lines will start from June 19, 2023, 09:00 a.m. and shall close on June 22, 2023 at 5:00 p.m. Members can cast their votes any time in this period. Once the vote on a resolution is cast by a member, he / she shall not be allowed to change it subsequently.

ii) Postal Ballot  
The members shall ensure that duly filled and signed ballot paper along with copy of Computerized National Identity Card (CNIC) should reach the Chairman of the meeting post box on the Company's Registered Office at 1-A1, Sector 20, Korangi Industrial Area, Korangi, Karachi, or email at [mohsin.al@archroma.com](mailto:mohsin.al@archroma.com) one day before the EGOM i.e. on June 22, 2023, during working hours. The signature on the ballot paper shall match with the signature on CNIC.

14. The notice of the EGOM along with the statements, the Scheme of Arrangement and the latest annual and special purpose Audited Financial Statements have also been placed on the website of the Company.

Statement under Section 134(3) of the Companies Act, 2017 concerning the Special Business

The statement pertaining to the material facts of the special business to be transacted at the EGOM, including the nature and interests of the directors of the Company with respect to the Scheme of Arrangement, along with other ancillary information, may be obtained upon request by any person entitled to attend the EGOM from the registered office of the Company, situated at 1-A1, Sector 20, Korangi Industrial Area, Korangi, Karachi, free of cost during normal office hours.

The aforesaid statement has been sent along with the notices of the EGOM to the members.

Statement under Section 281 of the Companies Act, 2017 concerning the Special Business

The statement under section 281(1)(a) of the Companies Act, 2017 setting forth the terms of the Scheme of Arrangement and explanation of its effects, including the interests of the directors of the Company, and the effect of those interests along with other ancillary information may be obtained upon request by any person entitled to attend the EGOM from the registered office of the Company, free of cost during normal office hours.

The aforesaid statement has been sent along with the notices of the EGOM to the members of the Company.





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