

# 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, 28 March 2024 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 from April 1, 2024. The retiring Directors are as under:

i. Mr. Mujtaba Rahim	ii. Mr. Irfan Chawala
iii. Mr. Thomas Bucher	iv. Mr. Patrick Verraes
v. Mr. Shahid Ghaffar	vi. Ms. Yasmin Peermohammad
vii. Mr. Veqar Arif	

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

By order of the Board



M. Irfan Lakhani  
Company Secretary

Karachi: 04 March 2024

### Notes:

#### 1. Book Closure:

The Share Transfer Books of the Company will remain closed from 21st March 2024 to 28th March 2024 (both days inclusive). Transfers received in order by the Company's Share Registrar, M/s. FAMCO Share Registration Services (Pvt) Limited, 8-F, Near Hotel Faran, Nursery, Block- 6, P.E.C.H.S. Shahrah-e-Faisal, Karachi, by 20th March 2024 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 2024. 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 24, 2024, 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. Notice of his/her intention to offer himself / herself for election of directors in terms of Section 159(3) of the Companies Act, 2017 selecting any one category stated below in which he/she intends to contest, as per new amendments made by the SECP in Regulation 7A of the Listed Companies (Code of Corporate Governance) Regulations, 2019 through S.R.O. 906 (I)/2023 dated July 07, 2023:
  - i. Female Director
  - ii. Independent Director
  - iii. Other Director

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- b. A detailed profile of the Candidate including his/her office address for placement on the Company's website as required under SECP's SRO 1196(I)2019 dated October 03, 2019.
- c. 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.
- d. Attested copy of valid CNIC and NTN.
- e. 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. A member entitled to attend and vote at the Extra Ordinary General Meeting may appoint another member as his/her proxy to attend, speak and vote instead of him/her, and a proxy so appointed shall have such rights, as respects attending, speaking and voting at the meeting as are available to a member. A proxy must be a member of the Company, provided that a corporation may appoint as its proxy a person who is not a member but is duly authorized by the corporation.
- b. Form of proxy, to be valid must be properly filled-in/executed and received at the registered office of the Company located at 1-A/1, Sector 20, Korangi Industrial Area, Korangi, Karachi not later than 48 hours before the time of the meeting.
- c. The proxy form shall be witnessed by two persons whose names, addresses and CNIC numbers shall be mentioned on the form.
- d. Copies of CNIC or the valid passport of the beneficial owners and the proxy shall be furnished along with the proxy form.
- e. The proxy shall produce his original CNIC or original valid passport at the time of the Meeting.
- f. In case of a corporate entity, the Board of Directors' resolution / Power of Attorney with specimen signature appointing a proxy shall be submitted.
- g. Proxy form is enclosed and also available on the Company's website [www.archroma.com.pk](http://www.archroma.com.pk)

### 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. 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:

The member are hereby notified that pursuant to Companies (Postal Ballot) Regulations, 2018 amended through Notification vide SRO 2192(1)/2022 date December 05, 2022 issued by the SECP. The SECP has directed all the listed companies to provide the right to vote through electronic voting facility and voting by post to the members on all businesses classified as special business and in case of election of directors, if the number of persons who offer themselves to be elected is more than the number of directors fixed under sub-section (1) of section 159 of the Act. Accordingly, member of Archroma Pakistan Limited (the "Company") will be allowed to exercise their right to vote through e-voting facility or voting by post for the election of directors in its forthcoming Extraordinary General Meeting to be held on Thursday, March 28, 2024 at 10:00 am. In accordance with the condition mentioned in the aforesaid regulations. The Company shall provide its members with the following options for voting:

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### 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 Share Registration Services (Pvt) 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 March 25, 2024, 09:00 a.m. and shall close on March 27, 2024 at 5:00 p.m. Members can cast their votes any time in this period. Once the vote is cast by a member, he / she shall not be allowed to change it subsequently.

### ii) Postal Ballot

For Voting through Postal Ballot Members may exercise their right to vote as per provisions of the Companies (Postal Ballot) Regulations, 2018. Further details in this regard will be communicated to the shareholders within legal time frame as stipulated under these said Regulations, if required.

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 through post on the Company's Registered Office at 1-A/1, Sector 20, Korangi Industrial Area, Korangi, Karachi, or email at mohsin.ali@archroma.com one day before the Extraordinary General Meeting i.e. on March 27, 2024, during working hours. The signature on the ballot paper shall match with the signature on CNIC.

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

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/SE/2/(20)/2021/117 date December 15, 2021, members are encouraged to participate in the Extraordinary General Meeting through electronic facility organized by the Company.

In order to attend the Extraordinary General Meeting through electronic means the members are hereby requested to get themselves registered by sending their particulars at the designated email address mohsin.ali@archroma.com, giving particulars as per below table not later than 48 hours before the commencement of the meeting, by providing the following details:

Name of Shareholder / Proxy Holder	CNIC No. /NTN No.	Folio No. / CDC Account No.	* Mobile No.	* E-mail 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. Registered members / proxies will be able to login and participate in the Extraordinary General Meeting proceedings through their devices after completing all the formalities required for the identification and verification of the shareholders.

## 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](http://www.archroma.com.pk).

## 8. Updation of Shareholder Addresses & Other Particulars

Members holding shares in physical form are requested to promptly notify Shares Registrar of the Company of any change in their addresses or any other particulars. Shareholders maintaining their shares in electronic form should have their address updated with their participant or CDC Investor Accounts Service. Further, to comply with requirements of section 119 of the Companies Act, 2017, all CDC and non-CDC shareholders are requested to have their email address and cell phone numbers incorporated / updated in their physical folio or CDC account.

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### 9. Unclaimed Dividend / Bonus Share:

The Company has previously discharged its responsibility under Section 244 of the Companies Act, 2017 whereby the Company had approached the shareholders to claim their unclaimed dividends in accordance with the law.

An updated list of unclaimed dividends/shares of the Company, which have remained unclaimed or unpaid for a period of three years from the date these have become due and payable, is available on the Company's website: [www.archroma.com.pk](http://www.archroma.com.pk).

Claims can be lodged by shareholders on Claim Form as is available on the Company's website. Claim Forms must be submitted to the Company's Share Registrar for receipt of dividends/ shares.

### 10. Conversion of Physical Share Into Book Entry Form:

Section 72 of the Companies Act, 2017 (Act) requires every existing company to replace its physical shares with book-entry form in a manner as may be specified and from the date notified by the Commission, within a period not exceeding four years from the commencement of the Act i.e. May 30, 2017. The period of four years is extendable by another two years. In this regard, 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, the shareholders having physical shareholding are requested to open CDC sub-account with any of the brokers or Investor Account directly with CDC and convert their physical shares into scripless form at the earliest, which will facilitate them in many ways, including safe custody and sale of shares at any time they want.

### 11. Consent for Video Link Facility:

In terms of SECP's Circular No. 10 of 2014 dated May 21, 2014 read with the provisions contained under section 134(1)(b) of the Act, if the Company receives request / demand from members holding in aggregate 10% or more shareholding residing at a geographical location, to participate in the meeting through video conference at least 10 days prior to the date of meeting, the Company will arrange video conference facility in that city, subject to availability of such facility in that city. Members are requested to timely notify any change in their addresses.

In this regard, please fill the following form and submit to the Company at its registered address 10 days before holding of the EOGM. After receiving the request / demand of members having 10% or more shareholding in aggregate, the Company will intimate members regarding venue of video conference facility at least five (5) days before the date of EOGM along with complete information necessary to enable them to access such facility.

#### REQUEST FOR VIDEO CONFERENCE FACILITY

I / We / Messrs. \_\_\_\_\_ of \_\_\_\_\_ being Member(s) of Archroma Pakistan Limited, holder of \_\_\_\_\_ ordinary share(s) as per Folio # \_\_\_\_\_ and / or CDC Participant ID & Sub- Account No. \_\_\_\_\_, hereby, opt for video conference facility at \_\_\_\_\_ city.  
\_\_\_\_\_.

#### Statement of Material Facts Required Under Section 166 (3) Of The Companies Act, 2017

Section 166(3) of the Companies Act, 2017 (the "Act") provides that the statement of material facts annexed to the notice of the general meeting called for the purpose of election of directors shall indicate the justification for choosing the appointee for appointment as independent directors. This provision also provides that the independent directors of a listed company shall be elected in the same manner as other directors are elected in terms of Section 159 of the Act. Accordingly, it will be ensured that the persons contesting as independent directors must meet the criteria of independence laid down under the applicable law and their names are listed on the data bank of independent directors maintained by Pakistan Institute of Corporate Governance.

The present Directors of the Company have no interest in the above said business except that they are eligible for re-election as directors of the Company.