



## ICI PAKISTAN LTD.

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

September 27, 2022  
ICI/ComSec/63/2022

Dear Sir,

**CERTIFIED TRUE COPY OF RESOLUTIONS PASSED AT THE 71<sup>ST</sup> ANNUAL GENERAL MEETING OF ICI PAKISTAN LIMITED**

In accordance with clause 5.6.9.(b) of the PSX Regulations, please find enclosed herewith certified true copy of all the resolutions passed by the Members at the 71<sup>st</sup> Annual General Meeting of ICI Pakistan Limited held on September 27, 2022.

Sincerely,

Laila Bhatia Bawany  
Company Secretary

Encl: As above.



**CERTIFIED TRUE COPY OF RESOLUTIONS PASSED AT THE 71<sup>ST</sup> ANNUAL GENERAL MEETING OF ICI PAKISTAN LIMITED**

**ORDINARY BUSINESS**

**AGENDA ITEM NO. 1**

**“RESOLVED THAT** the Audited Financial Statements of ICI Pakistan Limited for the year ended June 30, 2022, together with Auditors’ and Directors’ Reports thereon, be and are hereby received, considered and adopted.”

**AGENDA ITEM NO. 2**

**“RESOLVED THAT** the dividend of 150% i.e. PKR 15/- per ordinary share of PKR 10/- each, for the year ended June 30, 2022, as recommended by the Board of Directors, be and is hereby declared and approved and be payable to the Members whose names appear in the Register of the Members as on September 20, 2022.”

**AGENDA ITEM NO. 3**

**“RESOLVED THAT** M/s EY Ford Rhodes, Chartered Accountants, be and are hereby appointed as auditors of the Company for the year ending June 30, 2023, at a mutually agreed fee, plus reimbursement of out of pocket expenses incurred by them.”

**CERTIFIED TRUE COPY**

**COMPANY SECRETARY  
ICI PAKISTAN LIMITED**



**CERTIFIED TRUE COPY OF RESOLUTIONS PASSED AT THE 71<sup>ST</sup> ANNUAL GENERAL MEETING OF ICI PAKISTAN LIMITED**

**SPECIAL BUSINESS**

**AGENDA ITEM NO. 4**

**“RESOLVED THAT** the name of the Company be changed from “ICI Pakistan Limited” to “Lucky Core Industries Limited”.

**FURTHER RESOLVED THAT** the Memorandum of Association and Articles of Association of the Company be amended, as required, to give effect to the aforementioned resolution and for this purpose to change the name of the Company wherever appearing in these documents from “ICI Pakistan Limited” to “Lucky Core Industries Limited”.

**FURTHER RESOLVED THAT** representatives of the Company, as authorized by the Board of Directors, be and are hereby jointly and/or severally authorized to prepare, finalize, execute and file all necessary documents, and take all necessary steps and to do all such acts, deeds and things for and on behalf of, and in the name of the Company, as may be necessary or required as they may think fit for or in connection with or incidental for the purposes of the abovementioned resolutions, as well as carry out any other act or step which may be ancillary and/or incidental to, and necessary to fully achieve the objects of the aforesaid resolutions, including without limitation, the submission of all necessary applications and documents, and obtaining all required approvals and permissions.

**FURTHER RESOLVED THAT** all actions taken by the authorized representatives of the Company and/or the Board of Directors of the Company in connection with any matter referred to or contemplated in any of the foregoing resolutions are hereby approved, ratified and confirmed in all respects.”

**CERTIFIED TRUE COPY**

**COMPANY SECRETARY  
ICI PAKISTAN LIMITED**





**CERTIFIED TRUE COPY OF RESOLUTIONS PASSED AT THE 71<sup>ST</sup> ANNUAL GENERAL MEETING OF ICI PAKISTAN LIMITED**

**AGENDA ITEM NO. 5**

**“RESOLVED THAT** the Company is authorized to sell / divest 21,763,125 ordinary shares of NutriCo Morinaga (Private) Limited (“NMPL”), constituting approximately 26.5% of the issued and paid up share capital of NMPL, at a rate of approximately USD 2.07/- (United States Dollars Two and Seven Cents only) per share, amounting in the aggregate to USD 45,082,657/- (United States Dollars Forty-Five Million Eighty-Two Thousand Six Hundred and Fifty-Seven only) to Morinaga Milk Industry Co. Ltd.

**FURTHER RESOLVED THAT** the representatives of the Company, as authorized by the Board of Directors, be and are hereby, jointly and / or severally, authorized to prepare, negotiate, finalize and execute all necessary documents, and take all necessary steps and to do all such acts deeds and things for and on behalf of, and in the name of the Company, as may be necessary or required as they may think fit for or in connection with or incidental for the purposes of the above-mentioned resolution, as well as carry out any other act, deed, matter or step which may be ancillary and / or incidental to the above and necessary to fully achieve the objects of the aforesaid resolution and / or the proposed arrangement.

**FURTHER RESOLVED THAT** all actions taken by the authorized representatives and / or the Board of Directors of the Company in connection with any matter referred to or contemplated in any of the foregoing resolutions are hereby approved, ratified and confirmed in all respects.”

**CERTIFIED TRUE COPY**

**COMPANY SECRETARY  
ICI PAKISTAN LIMITED**



**CERTIFIED TRUE COPY OF RESOLUTIONS PASSED AT THE 71<sup>ST</sup> ANNUAL GENERAL MEETING OF ICI PAKISTAN LIMITED**

**AGENDA ITEM NO. 6**

**“RESOLVED THAT** the related parties transactions, in which some or a majority of the Directors are interested, carried out by the Company with different related parties, including Lucky Cement Limited, Yunus Textile Mills Limited, Gadoon Textile Mills Limited, YB Pakistan Limited, Lucky Textile Mills Limited, Lucky Holdings Limited, Lucky Motors Corporation Limited, Lucky Foods (Private) Limited, ICI Pakistan PowerGen Limited, Tabba Heart Institute, Tabba Kidney Institute, NutriCo Morinaga (Private) Limited, Aziz Tabba Foundation, Global Commodities Limited and other such related parties to the aggregate extent of PKR 9,674,707,000/- (Pak Rupees Nine Billion Six Hundred and Seventy Four Million Seven Hundred and Seven Thousand Only) during the year ended June 30, 2022 as reported in the financial statements for the said period, be and are hereby ratified and confirmed.

**FURTHER RESOLVED THAT** the Company may carry out transactions from time to time including, but not limited to, the purchase and sale of goods and materials, sales of various chemicals, soda ash, electricity, purchase of cement, availing or rendering of services, payment of royalty, donations, fees or dividends with different related parties in which some or a majority of the Directors are / may be interested including but not limited to Lucky Cement Limited, Yunus Textile Mills Limited, Gadoon Textile Mills Limited, YB Pakistan Limited, Lucky Textile Mills Limited, Lucky Holdings Limited, Lucky Motors Corporation Limited, Lucky Foods (Private) Limited, ICI Pakistan PowerGen Limited, Tabba Heart Institute, Tabba Kidney Institute, NutriCo Morinaga (Private) Limited, Aziz Tabba Foundation, Global Commodities Limited and other such related parties to the aggregate extent of approximately PKR 9,000,000,000/- (Pak Rupees Nine Billion only) during the financial year ending June 30, 2023. The Members have noted that for the aforesaid transactions some or a majority of the Directors may be interested. Notwithstanding the same, the Members hereby grant an advance authorization to the Board Audit Committee and the Board of Directors of the Company to review and approve all related party transactions as noted above based on the recommendation of the Board Audit Committee.

**FURTHER RESOLVED THAT** the related party transactions as aforesaid for the period ending June 30, 2023 would subsequently be presented to the Members at the next Annual General Meeting for ratification and confirmation.”

**CERTIFIED TRUE COPY**

**COMPANY SECRETARY  
ICI PAKISTAN LIMITED**