



NOTICE OF 67th ANNUAL GENERAL MEETING

Notice is hereby given that the Sixty-Seventh Annual General Meeting of ICI Pakistan Limited (the "Company") will be held on Tuesday, September 25, 2018, at 10:00 a.m. at Beach Luxury Hotel, Karachi, to transact the following business:

ORDINARY BUSINESS:

- To receive, consider and adopt the accounts of the Company for the year ended June 30, 2018, the report of the Auditors thereon and the report of the Directors.
- To declare and approve Final Cash dividend @ 85% i.e. Rs. 8.5/- per ordinary share of Rs.10/- each for the year ended June 30, 2018, as recommended by the Directors, payable to the Members whose names appear in the Register of the Members as at September 18, 2018.
- To appoint the Auditors of the Company and to fix their remuneration.

SPECIAL BUSINESS:

- To approve by way of Special Resolution with or without modification the following resolutions in respect of related party transactions in which the majority of Directors of the Company are interested in terms of Section 207 of the Companies Act, 2017:

"RESOLVED THAT related parties transactions in which the majority of the Directors are interested carried out by the Company with Lucky Cement Limited, Gadoon Textile Mills Limited, Lucky Textile Mills Limited, Yunus Textile Mills Limited, Lucky Holdings Limited, Lucky Knits (Private) Limited, NutriCo Pakistan (Private) Limited, NutriCo Morinaga (Private) Limited, Lucky Foods (Private) Limited, Cirin Pharmaceuticals (Private) Limited, ICI Pakistan PowerGen Limited, and other such related parties to the extent of Rs.5,929,963,000/- (Rupees Five Billion, Nine Hundred Twenty Nine Million, Nine Hundred and Sixty Three Thousand Only) during the year ended June 30, 2018 reported in the Financial Statements for the said period, be and are hereby ratified and confirmed."

"RESOLVED FURTHER THAT the Company may carry out transactions from time to time including, but not limited to, the purchase and sale of goods, materials, sales of various chemicals, soda ash, electricity, purchase of cement, availing or rendering of services, payment of royalty, donations, fees and dividends with related parties in which the majority of the Directors are interested including, but not limited to, Lucky Cement Limited, Gadoon Textile Mills Limited, Lucky Textile Mills Limited, Yunus Textile Mills Limited, Lucky Holdings Limited, Lucky Knits (Private) Limited, NutriCo Pakistan (Private) Limited, NutriCo Morinaga (Private) Limited, Lucky Foods (Private) Limited, Cirin Pharmaceuticals (Private) Limited, ICI Pakistan PowerGen Limited, and other such related parties to the extent of Rs. 3,216,163,000/- (Rupees Three Billion, Two Hundred Sixteen Million and One Hundred Sixty Three Thousand Only) during the Financial Year ending June 30, 2019.

The Shareholders have noted that for the aforesaid transactions a majority of the Directors may be interested. Notwithstanding, the Shareholders hereby grant an advance authorisation to the Board of Directors of the Company to review and approve all related party transactions for the aforesaid companies up to the aggregate amount approved above based on the recommendation of the Board Audit Committee."

The Statement under section 134(3) of the Companies Act, 2017 pertaining to the "Special Resolutions" is being sent along with the notice to the Members.

September 4, 2018
Karachi

By order of the Board
Nausheen Ahmad
Company Secretary

NOTES:

- Share Transfer Books of the Company will remain closed from September 19, 2018 to September 25, 2018 (both days inclusive). Transfers received in order at the office of our Shares Registrar, FAMCO Associates (Pvt) Limited, 8-F, Block-6, P.E.C.H.S., Shahra-e-Faisal, Karachi, by the close of business on September 18, 2018, will be considered in time, to entitle the transferees to the Final Cash dividend and to attend the Annual General Meeting.
- Members whose names appearing in the Register of Members as of September 18, 2018, are entitled to attend and vote at the Meeting. A Member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend, speak and vote for him/her. A proxy must be a Member of the Company.
- An instrument of proxy applicable for the Meeting is being provided with the notice sent to Members. Further copies of the instrument of proxy may be obtained from the Registered Office of the Company during normal office hours. Proxy form may also be downloaded from the Company's website: www.ici.com.pk
- An instrument of proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, must, to be valid, be deposited at the Registered Office of the Company not less than 48 hours before the time of the Meeting.
- Members are requested to submit a copy of their Computerized National Identity Card/Smart National Identity Card (CNIC/SNIC), if not already provided, and notify immediately changes, if any, in their registered address to our Shares Registrar, FAMCO Associates (Pvt) Ltd.
- CDC Account Holders will further have to follow the under-mentioned guidelines as laid down in Circular 1, dated January 26, 2000, issued by the Securities and Exchange Commission of Pakistan (SECP).

A. For Attending the Meeting:

- In case of individuals, the account holder or sub-account holder and/or the person whose securities are in group account and their registration details are uploaded as per the Regulations, shall authenticate his/her identity by showing his/her original CNIC/SNIC or original passport at the time of attending the meeting.
- In case of corporate entity, the Board of Directors' resolution/power of attorney with specimen signature of the nominee shall be produced (unless it has been provided earlier) at the time of the Meeting.

B. For Appointing Proxies:

- In case of individuals, the account holder or sub-account holder and/or the person whose securities are in group account and their registration details are uploaded as per the Regulations, shall submit the proxy form as per the above requirement.
- The proxy form shall be witnessed by two persons whose names, addresses and CNIC/SNIC numbers shall be mentioned on the form.
- Attested copies of CNIC/SNIC or the passport of the beneficial owners and the proxy shall be furnished with the proxy form.
- The proxy shall produce his original CNIC/SNIC or original passport at the time of the Meeting.
- In case of a corporate entity, the Board of Directors' resolution/power of attorney with specimen signature shall be submitted (unless it has been provided earlier) along with proxy form to the Company.