

PUBLICATION	BUSINESS RECORDER	PUBLICATION
	January 25, 2018	
	Karachi, Lahore & Islamabad (Combined)	



ICI PAKISTAN LTD.



NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting ("EOGM") of ICI Pakistan Limited (the "Company") will be held on Friday, February 16, 2018, at 11:00 a.m. at ICI House, 5 West Wharf, Karachi, to transact the following special business(es):

Special Business:

- To consider and if deemed appropriate pass the following Special Resolution as required under Section 199 of the Companies Act, 2017 ("Act"), with or without modification in respect of the Company's investment in NutriCo Morinaga (Private) Limited, an associated concern:

"RESOLVED THAT the approval of the members of the Company is hereby accorded in terms of section 199 of the Companies Act, 2017 and The Companies (Investment in Associated Companies or Associated Undertakings) Regulations, 2017, for making investment amounting up to PKR 958,800,000 (Pak Rupees Nine Hundred and Fifty Eight Million and Eight Hundred Thousand Only) in NutriCo Morinaga (Pvt.) Limited by way of subscription of 9,588,000 (Nine Million Five Hundred and Eighty-Eight Thousand) ordinary shares of PKR 100/- per share.

FURTHER RESOLVED that the Chief Executive Officer, Chief Financial Officer and/or the Company Secretary, are hereby jointly or severally authorized to do all acts, deeds, execute such other documents and make necessary corporate and other filings as may be necessary or expedient for the purposes of giving effect to the above resolution and all other matters incidental or ancillary thereto."

Any Other Business:

To consider any other business with permission of the Chair.

A Statement of Material Facts under Section 134(3) of the Act, relating to the aforesaid Special Business to be transacted at the said EOGM, is being sent along with the Notice of EOGM.

January 25, 2018
Karachi

By Order of the Board
Saima Kamila Khan
Company Secretary

NOTES:

- The Share Transfer Books of the Company will be closed from February 10, 2018 to February 16, 2018 (both days inclusive). Transfers received in order at the office of Company's Shares Registrar M/s FAMCO Associates (Pvt) Limited, 8-F, Nursery, Block 6, P.E.C.H.S., Shahra-e-Faisal, Karachi, by close of business on Friday, February 09, 2018, will be treated in time to entitle the transferees to attend and vote at the EOGM and to dividend (if any).
- All Members 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 on their behalf. A proxy must be a Member of the Company in the case of representing individual member.
- 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. The proxy form may also be downloaded from the Company's website: <http://www.ici.com.pk/investor-relations/shareholder-notices-announcements/>.
- 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 a 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 proxy 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/her 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.

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