



NOTICE OF RESCHEDULED EXTRAORDINARY GENERAL MEETING

We refer to the earlier Notice of Extraordinary General Meeting dated March 27, 2020 and notice dated April 13, 2020 announcing its postponement. In this connection, notice is hereby given that the Extraordinary General Meeting ('EOGM') of ICI Pakistan Limited (the "Company") has been rescheduled and the EOGM will now be held on Monday, May 11, 2020, at 12:00 P.M., virtually via video-link (as permitted by the Securities and Exchange Commission of Pakistan).

The EOGM is being held to transact the following business:

ORDINARY BUSINESS:

- To elect eight (8) Directors as fixed by the Board under the provisions of the Companies Act, 2017 for a period of three years. In terms of section 159(1) of the Companies Act, 2017, the Directors of the Company have fixed the number of elected Directors at eight (8).

Following are the retiring Directors:

- Mr. Muhammad Sohail Tabba
- Mr. Muhammad Ali Tabba
- Mr. Jawed Yunus Tabba
- Ms. Amina Abdul Aziz Bawany
- Mr. Asif Jooma
- Mr. Muhammad Abid Ganatra*
- Khawaja Iqbal Hassan
- Mr. Kamal A Chinoy

*Chief Financial Officer

All retiring Directors are eligible to offer themselves for re-election. Any person who seeks to contest election of Directors must file a notice of his/her intention to offer himself/herself for election as a Director in terms of section 159(3) of the Companies Act, 2017 no later than 14 days before the day of the EOGM.

- To consider any other transaction with the permission of the Chair.

By order of the Board

April 20, 2020
Karachi

Nausheen Ahmad
Company Secretary

Instructions with regard to participation appear in the notes below. While convening the EOGM through video-link, the Company will observe the quorum provisions and will comply with all the regulatory requirements.

NOTES:

1. Electronic Notice of Rescheduled EOGM

In line with the relaxation allowed by Securities and Exchange Commission of Pakistan (SECP) under Circular No. 10 of 2020 and due to COVID 19 restrictions, the Company will be unable to send copies of this Notice of Rescheduled EOGM (the 'Notice') through post to its members. However, the Notice along with proxy form is available on the Company's website <https://www.ici.com.pk/> and has been sent to the PSX via the PUCAR system. In the event of any difficulty in accessing the Notice or the proxy form, members can contact the Company at WhatsApp number 0301-1177529 or by email at EOGM2020@ici.com.pk. The Company will send a copy of the Notice and proxy form via email to those members who have provided their email addresses to the Share Registrar of the Company (FAMCO Associates (Pvt) Limited).

2. Closure of Share Transfer Books.

Share Transfer Books of the Company will now remain closed from **May 5, 2020 to May 11, 2020 (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., Shakra-e-Faisal, Karachi, by the close of business on **May 4, 2020** will be considered in time, to entitle the transferees to attend the EOGM.

3. Participation in the EOGM.

Members whose names appearing in the Register of Members as of close of business on May 4, 2020, are entitled to attend and vote at the EOGM. A Member entitled to attend and vote at the EOGM is entitled to appoint a proxy to attend, speak and vote for him/her. In case of individuals, a proxy must be a Member of the Company.

Copies of the instrument of proxy may be downloaded from the Company's website: <http://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/CTC of such power or authority, must, to be valid, be deposited through email on EOGM2020@ici.com.pk not less than 48 hours before the time of the EOGM.

Members are requested to submit a copy of their Computerized National Identity Card/Smart National Identity Card (CNIC/SNIC), if not already provided and please immediately notify changes in the registered address to our Shares Registrar, FAMCO Associates (Pvt) Ltd.

4. Guidelines for Central Depository Company of Pakistan Limited ('CDC') Account Holders.

A. For Attending the EOGM:

- 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 sharing a copy of his/her CNIC/SNIC or passport through email (as mentioned in the notes) at least 48 hours before the EOGM.
- In case of corporate entity, the Board of Directors' resolution/power of attorney with specimen signature of the nominee shall be shared through email (as mentioned in the notes) (unless it has been provided earlier) at least 48 hours before the EOGM.

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 share 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.
- Copies of CNIC/SNIC or the passport of the beneficial owners and the proxy shall be furnished with the proxy form through email (as mentioned in the notes).
- The proxy shall share a copy of his/her CNIC/SNIC or passport through email (as mentioned in the notes).
- 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 through email (as mentioned in the notes).

5. Attendance of EOGM through video-link.

As permitted by Circular No. 5 of 2020 issued by SECP and in the interest of the Company's shareholders, directors and employees, the EOGM will be held virtually via video-link.

- To attend the EOGM through the video-link, members are requested to register themselves by providing the following information through email at EOGM2020@ici.com.pk at least 48 hours before the EOGM.

| Name of Shareholder | CNIC Number | Folio Number/ CDC Account No. | Cell Number | Email Address |
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- Members who are registered, after necessary verification as per the above requirement, will be provided a video-link by the Company via email.
- The login facility will remain open from 11:45 a.m. till the end of the EOGM.
- Members can also share their comments/suggestions on the agenda of election of Directors on WhatsApp number at 0301-1177529 or by email at EOGM2020@ici.com.pk