ICI PAKISTAN LTD.

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The General Manager
Pakistan Stock Exchange Limited
Stock Exchange Building
Stock Exchange Road
Karachi

March 27, 2020
Ref # ICI/ComSec/2020/26

SUBJECT : NOTICE OF EXTRAORDINARY GENERAL MEETING APRIL 2020

Dear Sir,

Pursuant to the requirement of Clause 5.6.4 of the Rule Book of the Pakistan Stock Exchange Limited, enclosed please find a copy of the Notice of Extraordinary General Meeting (the "Notice") of ICI Pakistan Limited to be held on Monday, April 20, 2020, for circulation amongst the TRE Certificate Holder of the Exchange.

Furthermore, the Notice, will also be published in daily Business Recorder (English) and Roznama Dunya on March 30, 2020.

Yours faithfully,

Nausheen Ahmad

Nausheen Ahmad
Company Secretary

cc: The Executive Director (Enforcement)
Securities & Exchange Commission of Pakistan
NIC Building, Jinnah Avenue
Islamabad.

ICI PAKISTAN LIMITED

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting of ICI Pakistan Limited (the "Company") will be held on Monday, April 20, 2020, at 10.00 a.m. at the Registered office of the Company, ICI House, 5 West Wharf Karachi, to transact the following business:

ORDINARY BUSINESS:

1. To elect eight (8) Directors as fixed by the Board under the provisions of the Companies Act, 2017 for a period of three years commencing from April 29, 2020. 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:

i. Mr. Muhammad Sohail Tabba
ii. Mr. Muhammad Ali Tabba
iii. Mr. Jawed Yunus Tabba
iv. Ms. Amina Abdul Aziz Bawany
v. Mr. Asif Jooma
vi. Mr. Muhammad Abid Ganatra
vii. Khawaja Iqbal Hassan
viii. Mr. Kamal A Chinoy

All retiring Directors are eligible to offer themselves for re-election. Any person who seeks to contest election of Directors shall file a notice of his/her intention to offer himself/ herself for election as Director in terms of section 159(3) of the Companies Act, 2017 not later than 14 days before the day of the meeting.

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

By order of the Board

Nausheen Ahmad
Company Secretary

March 27, 2020
Karachi

NOTES:

1. **Closure of Share Transfer Books.**
   Share Transfer Books of the Company will remain closed from April 14, 2020 to April 20, 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., Shahra-e-Faisal, Karachi, by the close of business on **April 13, 2020** will be considered in time, to entitle the transferees to attend the meeting.

2. **Participation in the Meeting.**
   Members whose names appearing in the Register of Members as of April 13, 2020, 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: 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 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 please immediately notify changes in the registered address to our Shares Registrar, FAMCO Associates (Pvt) Ltd.

3. **Guidelines for Central Depository Company of Pakistan Limited ('CDC) Account Holders.**
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:

(i) 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.

(ii) 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:

(i) 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.

(ii) The proxy form shall be witnessed by two persons whose names, addresses and CNIC/SNIC numbers shall be mentioned on the form.

(iii) Attested copies of CNIC/SNIC or the passport of the beneficial owners and the proxy shall be furnished with the proxy form.

(iv) The proxy shall produce his original CNIC/SNIC or original passport at the time of the Meeting.

(v) 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.

4. **Consent for Video Conference Facility.**
Pursuant to Section 134(1)(b) of the Companies Act, 2017, if the Company receives a request from member(s) holding an aggregate ten percent (10%) or more shareholding residing at another city, such member(s) may request a video conferencing facility for the purposes of participating in the meeting at such a location by sending a request to the Company at least 10 (ten) days prior to the date of meeting, the Company will arrange video conference facility in that city subject to the availability of such facility in that city. Please submit the following form with the requisite information at the registered office of the Company.

I/we _______________of _________being a member of ICI Pakistan Limited, holding ______ordinary shares as per register Folio / CDC Account No. _____________hereby opt for video conference facility at _____________.

_________________ ___________________

Name and signature Date

In the event that the request is made by members holding an aggregate ten percent (10%) or more shareholding then the Company will make appropriate arrangements and will intimate members regarding venue of video conference facility at least 7 days before the date of General Meeting along with complete information necessary to enable them to access such facility.

5. **Postal Ballot.**
   As required by the Companies Act, 2017 and in accordance with Companies Postal Ballot Regulations 2018, a postal ballot may be sent to Shareholders.

6. **Additional Matters With Regard to COVID-19.**
   With reference to precautions to be taken against spread of COVID-19 (Corona virus) and in accordance with Circular No. 5 of 2020 issued by SECP, the Company informs its Shareholders as follows:

   a. **Shareholders who wish to send in comments/ suggestions on the agenda of election of Directors can email the Company at *EOGM2020@ici.com.pk* or whats app at *0301-1177529***

   b. **The Company shall ensure that comments/ suggestions of the Shareholders will be read out at the meeting by the Company Secretary and the responses will be made part of the minutes of the meeting.**

   c. **At the meeting venue, the Company will take protective measures, which include temperature checking and use of hand sanitizers prior to entering Company premises. Those with flu symptoms are requested not to attend the meeting for the welfare of all Shareholders.**