

/ ARCHROMA PAKISTAN LIMITED

Notice of Meeting

NOTICE is hereby given that the Twenty-first Annual General Meeting of Archroma Pakistan Limited will be held at the Company's Registered Office at 1-A/1, Sector 20, Korangi Industrial Area, Korangi, Karachi on Friday, 30 December 2016 at 10:00 a.m. for the purpose of transacting the following business:

ORDINARY BUSINESS

1. To receive and approve the Audited Financial Statements for the Period ended 30 September 2016 alongwith the Directors' Report thereon.
2. To approve final cash dividend @ 600% i.e. (Rs: 60/- per share), as recommended by the Board.
3. To approve appointment of external auditors for the year 2017 and to fix their remuneration. The Audit Committee has recommended the name of Messrs KPMG Taseer Hadi & Co., Chartered Accountants, and the retiring auditors, who have also offered themselves for re-appointment.

SPECIAL BUSINESS

4. To consider, and if thought fit, to pass the following resolution as Special Resolution,

Resolved that, the following amendment be made in the Articles of Association of the Company.

The figures "25,000" appearing in the third line of Article 70 be replaced by the figures "50,000" to read the amended Article 70 as under:

70 The remuneration of a Director, shall, from time to time be determined by the Board of Directors, and unless otherwise determined shall not exceed Rs. 50,000/- per meeting at which the Director shall be present. The Director shall be paid such traveling boarding, lodging and other expenses properly incurred by them in or about the performance of their duties or business if any of them has to come to attend the Board meeting of the Company from outstation.

ANY OTHER BUSINESS

5. To transact any other ordinary business with the permission of the Chair.

By order of the Board



M Veqar Arif
Director / Company Secretary

Karachi: 31 October 2016

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NOTES:

1. The Share Transfer Books of the Company will remain closed from 23rd December 2016 to 30th December 2016 (both days inclusive). Transfers received in order by the Company's Share Registrar, M/s. FAMCO Associates (Pvt) Limited, 8-F, Next to Hotel Faran, Nursery, Block- 6, P.E.C.H.S Shahreh-e-Faisal, Karachi, by 22nd December 2016 will be in time to entitle the transferees for the dividend and to attend and vote at the Annual General Meeting.
2. A member entitled to attend and vote at the meeting may appoint proxy to attend and vote instead of him/her. A proxy need not be a member of the company. Proxies, in order to be valid must be received at the Registered Office of the Company not later than 48 hours before the Meeting.
3. Shareholders whose shares are deposited with Central Depository Company (CDC) are requested to bring their Original National Identity Card and account number in CDC for verification.

CNIC / NTN Number on Dividend Warrant (Mandatory).

(Only for those physical individual / corporate shareholders who have not yet submitted their CNIC copies / NTN certificates)

As already been notified from time to time, the Securities and Exchange Commission of Pakistan (SECP) vide Notification S.R.O. 19(I) / 2014 dated 10th January 2014 read with Notification S.R.O. 831(1) / 2012 dated July 5, 2012 require that the Dividend Warrant (s) should also bear the Computerized National Identity Card (CNIC) Number of the registered shareholder or the authorized person, except in case of minor(s) and corporate shareholder(s).

Henceforth, issuance of dividend warrant(s) will be subject to submission of CNIC (individuals) / NTN (corporate entities) by shareholders.

Deduction of Income Tax From Dividend Under Section 150 the Income tax Ordinance, 2001 (Mandatory)

- (I) pursuant to the provisions of the Finance Act 2016 effective July 1, 2016, the rates of deduction of income tax from dividend payments under the income Tax Ordinance have been revised as follows:
- a) Rate of tax deduction for filer of income tax return 12.5%
 - b) Rate of tax deduction for non-filer of income tax return 20%

To enable the company to make tax deduction in the amount of cash dividend @ 12.5% instead of 20%, shareholders whose names are not entered into the Active Tax-payers List (ATL) provided on the website of FBR, despite the fact that they are filers, are advised to immediately make sure that their names are entered in ATL, otherwise tax on their cash dividend will be deducted @ 20% instead of 12.5%.

- (ii) Further, according to clarification received from Federal Board of Revenue (FBR), with-holding tax will be determined separately on 'Filer/Non-Filer' status of Principal shareholder as well as joint-holder(s) based on their shareholding proportions, in case of joint accounts.

In this regard all shareholders who hold share jointly are requested to provide shareholding proportions of Principal shareholding and joint-holder(s) in respect of shares held by them to our Share registrar, in writing as follows:

Company name	Folio/CDS Account #	Total Shares	Principal Shareholder		Joint Shareholder	
			Name and CNIC #	Shareholding Proportion (No. of Shares)	Name and CNIC #	Shareholding Proportion (No. of Shares)

The required information must be provided to our share Registrar FAMCO Associates (Pvt) Limited, 8-F Next to Hotel Faran, Nursery Block 6, P.E.C.S, Shahrh-e-Faisal Karachi as soon as possible. Otherwise it will be assumed that the share are equally held by Principal shareholder and Joint Holder(s).

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(For any query/problem/information, the investors may contact the Company Secretary at phone: 021-35123261 and email address: vaqar.arif@archroma.com and/or FAMCO Associates (Pvt) Ltd. At phone: 021-34380101-5 and email address: info.shares@famco.com.pk

- (ii) The corporate shareholders having CDC accounts are required to have their National Tax Number (NTN) updated with their respective participants, whereas corporate physical shareholders should send a copy of their NTN certificate to the company or FAMCO Associates (Pvt) Ltd. The shareholders while sending CNIC copies or NTN certificates, as the case may be, must quote company name and their respective folio numbers.

Consent for Electronic Transmission of Audited Financial Statements & Notices (Optional)

The Securities and Exchange Commission of Pakistan (SECP) through its Notification S.R.O. 787(I)/2014 dated 8th September 2014 has permitted companies to circulate Audited Financial Statements along with Notice for Annual General Meeting to its members through e-mail. Accordingly, members are hereby requested to convey their consent and e-mail address for receiving Audited Financial Statements and Notices through e-mail. In order to avail this facility a Standard Request Form is available at the Company's website.

Dividend Mandate (Optional)

In pursuance of the directions given by the Securities and Exchange Commission of Pakistan (SECP) vide Circular No. 18 of 2012 dated June 05, 2012, it is to inform you that under Section 250 of the Companies Ordinance, 1984 a shareholder may, if so desire, direct the Company to pay dividend through his/her/its bank account.

Further, transfer of shares may exercise option for dividend mandate by using the revised "Form of Transfer Deed". The revised form of transfer deed will enable the transferees to receive cash dividend directly in their bank accounts, if such transferee provides particulars of its bank account which he/she/it desires to be used for credit of cash dividend.

Payment of Cash Dividend Electronically (Optional)

The SECP has initiated e-dividend mechanism through its letter No.8(4) SM/CDC/2008 dated April 05, 2013. In order to avail benefits of e-dividend (such as instant credit of dividends, no chances of dividend warrants getting lost in post, undelivered or delivered to the wrong address etc.), shareholders are hereby advised to provide detail of their bank mandate specifying: (i) title of account, (ii) account number, (iii) bank name, (iv) branch name, code and address.

STATEMENT UNDER SECTION 134 (3) OF THE COMPANIES ORDINANCE, 2016 REGARDING SPECIAL BUSINESS

ITEM NO. 4: To increase Director Remuneration for attending meeting from Rs: 25,000/- to Rs: 50,000/-

The existing amount of Directors remunerations for attending meetings of the Board / Committees of the Board was Rs: 25,000/- per meetings. The said amount had become inadequate & did not compensate for the increase in responsibilities of the Director. The proposed resolutions seeks to revise the existing from Rs: 25,000/- to Rs: 50,000/- per meeting.

The Director are interested in the Business to the extent of the remuneration.

The existing and amended Article of Association have been placed at the Registered Office of the Company for inspection by the members during business hours.

* The Company has placed the Annual Report 2016 on its website www.archroma.com.pk