

Notice of Meeting

NOTICE is hereby given that the Twenty-Second 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, 29 December 2017 at 10:00 a.m. for the purpose of transacting the following business:

A) ORDINARY BUSINESS

1. To receive and approve the Audited Financial Statements for the Period ended 30 September 2017 along with the Directors' Report thereon.
2. To approve final cash dividend @ 500% i.e. (Rs: 50/- per share), as recommended by the Board.
3. To approve appointment of external auditors for the year 2018 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.

B) SPECIAL BUSINESS

4. To consider, and if thought fit, pass the following as a Special Resolution, with or without modification, for the alteration of the Articles of Association of the Company;

"RESOLVED that, subject to obtaining the requisite permission and clearance, the insertion of the following new Article 58A, appearing after the existing Article 58, in the Articles of Association of the Company be and is hereby approved:

Electronic Voting

58A The Company shall comply with the provisions and requirements prescribed under the applicable laws with respect to the use of electronic voting by its members at general meetings. The same shall be deemed to be incorporate in this Article notwithstanding the other provisions of these Articles

of Association including anything contradictory herein. Members may be allowed to appoint members as well as non-members as proxies for purposes of electronic voting to the extent permitted under the applicable laws.

FURTHER RESOLVED that the Company Secretary be and is hereby authorized to take or caused to be taken any and all actions necessary and incidental for the purposes of altering the Articles of Association of the Company, and make necessary filings and complete legal formalities as may be required to implement the aforesaid resolution."

5. To consider dissemination of annual audited accounts of the Company through CD/DVD/USB instead of transmitting the same in the form of printed copies and approve the following resolution as a special Resolution with or without modification.

"RESOLVED" that the Company be and is hereby authorized to circulate the annual balance sheet and profit and loss account, auditors report and director's report etc ("annual audited accounts") to the shareholders through CD/DVD/USB at their registered addresses in accordance with the SRO 470(I)/2016 dated May 31, 2016 of the Securities and Exchange Commission of Pakistan.

ANY OTHER BUSINESS

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

By order of the Board



M Veqar Arif

Director / Company Secretary

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NOTES:

1. The Share Transfer Books of the Company will remain closed from 22nd December 2017 to 29th December 2017 (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 21st December 2017 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.

Copy of CNIC and Payment of Cash Dividend Electronically (Mandatory)

As per the requirement if your CNIC number is not available in our records, your dividend will not be issued / dispatched to you. In order to comply with this regulatory requirement, you are requested to kindly send photocopy of your CNIC to your broker (Participant) / CDC and in case of physical shareholding immediately to Company's Share Registrar M/S FAMCO Associates (Pvt) Limited.

In terms of Section 242 of the companies Act 2017 in case of a listed company, any dividend payable in cash shall only be paid through electronic mode directly into the bank accounts designated by the entitled shareholders. The SECP has initiated e-dividend mechanism through its letter No.B(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 mentioning all: (i) title of account, (ii) account number, (iii) bank name, (iv) branch name, code and address.

In this regard please provide the following information to Company's Share Registrar M/S FAMCO Associates (Pvt) Limited, 8-F Next to Hotel Faran, Nursery Block 6, P.E.C.S, Shahrh-e-Faisal Karachi.

Bank Account Details of Shareholders	
Name of shareholder	
Folio Number	
Title of Bank Account	
Bank Account Number	
Bank's Name	
IBAN Number	
Branch name and full mailing address	
Email Id	
Cell number of shareholder	
Landline number of shareholder, if any	
CNIC No. / Passport Number (in case of foreign shareholder) – Copy attached	
NTN (in case of corporate entity)	

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It is stated that the above particulars given by me are correct and to the best of my knowledge, I shall keep the Company informed in case of any changes in the said particulars in future.

CDC Shareholders: You are requested to submit your E-dividend Mandate and CNIC directly to your broker (participant) / CDC.

Note: Please provide complete IBAN Number, after checking with your concerned branch to enable electronic credit directly into your bank account.

The payment of cash dividend will be processed based on the account number alone. Your company is entitled to rely on the account number as per your instructions. The company shall not be responsible for any loss, damage, liability or claim arising, directly or indirectly, from any error, delay, or failure in performance of any of its obligations hereunder which is caused by incorrect payment instructions and /or due to any event beyond the control of the company.

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.

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

- (i) Pursuant to the provisions of the Finance Act 2017 effective July 1, 2017, 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 15%
 - 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 @ 15% 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 15%.

- (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)

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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-5, Shahrah-e-Faisal Karachi as soon as possible. Otherwise it will be assumed that the share are equally held by Principal shareholder and JointHolder(s).

- (iii) 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
- (iv) 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.

STATEMENT UNDER SECTION 134 (3) OF THE COMPANIES ACT, 2017 REGARDING SPECIAL BUSINESS:

This statement sets out the material facts concerning the special business intended to be transacted at the Annual General Meeting of ARCHROMA PAKISTAN LIMITED to be held on 29th December 2017.

Part (B) of the Agenda.

In order to give effect of Companies (E-Voting) Regulation, 2016 issued by the Securities & Exchange Commission of Pakistan, Shareholders' approval is being sought to amend the Articles of Association of the Company.

The Directors of the Company have recommended the alteration of Articles of Association of the Company to the extent of inserting a new Article 58A therein which will give the members the option to be part of the decision making in the general meeting of the Company through electronic means. The same has been carried out in order to facilitate voting through electronics means & to bring about & implement the Security And Exchange Commission of Pakistan's directive under the Companies (E-voting) Regulations, 2016, communicated through Notification # SRO-43 (I)/2016 dated 22nd January 2016.

The Directors are not interested, directly or indirectly, in the aforesaid special business.

The Securities & Exchange Commission of Pakistan vide its SRO 470(I)/2016 dated May 31, 2016 has allowed the companies to circulate annual audited accounts to its members through CD/DVD/USB at their registered addresses, therefore the Board of Directors of Archroma Pakistan Limited ("The Company") in their meeting held on 30 October 2017 has recommended for transmission of Annual Audited Accounts of the Company to its members through CD/DVD/USB at their registered addresses instead of transmitting the said accounts in hard copies, however, the hard copies of the annual audited accounts will be supplied to the members, on demand, at their registered addresses, free of cost, within one week of such demand.

If a member prefers to receive hard copies for all the future annual audited accounts, then such preference of the members shall be given to the Company and the Company will provide hard copies of all the future annual audited accounts to such member.

The Directors are not interested, directly or indirectly, in the aforesaid special business.

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 2017 on its website www.archroma.com.pk