



## ICI PAKISTAN LTD.

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

October 3, 2016  
Ref # ComSec/PSX/012/2016

**SUBJECT : NOTICE OF ANNUAL GENERAL MEETING**

Dear Sir,

Enclosed please find a copy of the notice of the 65<sup>th</sup> Annual General Meeting of ICI Pakistan Limited which will be published in tomorrow's newspapers i.e. Business Recorder and Express.

Sincerely,

  
Saima Kamila Khan  
Company Secretary

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

**NOTICE OF 65<sup>th</sup> ANNUAL GENERAL MEETING**

Notice is hereby given that the Sixty-Fifth Annual General Meeting of ICI Pakistan Limited will be held on Tuesday, October 25, 2016, at 10:30 a.m. at ICI House, 5 West Wharf, Karachi, to transact the following business:

1. To receive, consider and adopt the accounts of the Company for the year ended June 30, 2016, the report of the Auditors thereon and the report of the Directors.
2. To declare and approve Final Cash dividend @ 90% i.e. Rs. 9/- per ordinary share of Rs. 10/- each for the year ended June 30, 2016, as recommended by the Directors, payable to the Members whose names appear in the Register of the Members as at October 18, 2016.
3. To appoint the Auditors of the Company and to fix their remuneration.

By order of the Board

October 04, 2016  
Karachi

Saima Kamila Khan  
Company Secretary

**NOTES:**

1. Share Transfer Books of the Company will remain closed from October 19, 2016 to October 25, 2016 (both days inclusive). Transfer received in order of the office of our Shares Registrar, FAMCO Associates (Pvt) Limited, 8-F, Block-6, P.E.C.H.S., Shaha-e-Faisal, Karachi, by the close of business on October 18, 2016 will be considered in time, to enable the transferees to the Final Cash dividend and to attend Annual General Meeting.
2. 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 for him/her. A proxy must be a Member of the Company.
3. 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: [www.ici.com.pk](http://www.ici.com.pk).
4. An instrument of proxy and the power of attorney or other authority (if any) under which it is signed, or a notationally 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.
5. Members are requested to submit a copy of their Computerized National Identity Card/Smart National Identity Card/National Tax Number Certificate (in case of corporate entities) CNIC/SNIC/NTN, if not already provided and notify immediately changes, if any, in their registered address to our Shares Registrar, FAMCO Associates (Pvt) Ltd.
6. 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.

**Consent for circulation of Audited Financial Statements and notice of AGM through e-mail.**

Pursuant to SRO No.787(1)/2014, dated September 8, 2014, the SECP has allowed circulation of Audited Financial Statements (Annual Report) along with the notice of the Annual General Meeting (AGM) to the shareholders via email. Therefore, all those members who wish to receive a soft copy of the Annual Report along with notice of AGM, may send their written consent and email addresses to the Company's Share Registrar, FAMCO Associates (Pvt) Ltd. For convenience of the members, a "Standard Request Form" for electronic transmission may be downloaded from the Company's website i.e. [www.ici.com.pk](http://www.ici.com.pk). In this regard, a letter seeking consent of the shareholders has already been sent separately to their registered address.

**Submission of CNIC (Mandatory)**

Pursuant to the directives of the SECP, CNIC/SNIC numbers of shareholders are MANDATORILY required to be mentioned on dividend warrants. Shareholders are therefore, requested to submit a copy of their valid CNIC/SNIC (if not already provided) or NTN certificate to the Company's Share Registrar, FAMCO Associates (Pvt) Ltd. 8-F, Block-6, P.E.C.H.S., Shaha-e-Faisal, Karachi. In the absence of a member's valid CNIC/SNIC, the Company will be constrained to withhold dispatch of dividend warrants to such members.

**Dividend Mandate (Optional)**

Please note that under Section 250 of the Companies Ordinance, 1984, shareholders may, if they so desire, elect to receive their cash dividend directly in their bank accounts instead of receiving it through dividend warrants. In this regard and in pursuance of the directives of the SECP vide Circular No. 16 of 2012 dated June 5, 2012 and Notice No.8(4) SM/CDC 2008 dated April 5, 2013, Shareholders wanting to exercise this option, may submit their written request to the Company's Share Registrar, giving particulars as required in the mandate letter attached at the end of this Annual Report.

**Revised Treatment of Withholding Tax**

Dividend income on shares is liable to deduction of withholding tax under Section 150 of the Income Tax Ordinance, 2001 and pursuant to Finance Act 2016, effective July 1, 2016, a new criteria for withholding of tax has been introduced by Federal Board of Revenue ("FBR"). According to the revised criteria, tax is to be withheld based on "Filer and Non-Filer" status of shareholders @ 10.5% and 20% respectively where "Filer" means a person whose name appears on the Active Taxpayers List available at e-portal of FBR (<http://www.fbr.gov.pk>) or a holder of "Taxpayer's Card" and "Non-Filer" means a person who is not a filer.

Furthermore, according to recent clarification provided by the FBR, in case a Folio/CDC Account is jointly held, each joint-holder is to be treated separately as Filer or Non-Filer. In terms of the said clarification, tax of each joint-holder has been deducted on the gross dividend amount determined by bifurcating the shareholding of each joint-holder on equal proportions, except where shareholding proportion of joint-holders is pre-defined as per the records of the Company's Share Registrar and thus tax rates are applied in line with respective proportions.

Those shareholders who are holding Folio/CDCs jointly, are requested to notify (in writing) any change in their shareholding proportions to Company's Share Registrar (in case of physical shareholding) or their Participants/CDC Investor Account Services so that their revised shareholding proportions are considered by the Company in all prospective dividend payouts of the Company, if any.

[www.ici.com.pk](http://www.ici.com.pk)

