



ICI PAKISTAN LTD.

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

March 29, 2017
Ref # ComSec/PSX/015/2017

SUBJECT : NOTICE OF EXTRAORDINARY GENERAL MEETING

Dear Sir,

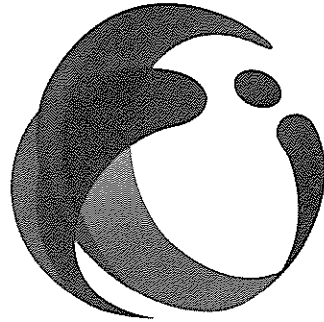
Pursuant to the requirement of Clause 5.6.4 of the Rule Book of the Pakistan Stock Exchange Limited, enclosed please find a copy of the Notice of Extraordinary General Meeting (the "Notice") of ICI Pakistan Limited to be held on Thursday, April 20, 2017, for circulation amongst the TRE Certificate Holder of the Exchange.

Furthermore, the same copy of the Notice, will be published in tomorrow's newspapers i.e. Business Recorder (English) and Express (Urdu).

Sincerely,

Saima Kamila Khan
Company Secretary

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



Cultivating Growth

Notice of Extraordinary General Meeting

ICI PAKISTAN LTD.

ICI PAKISTAN LIMITED

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting of ICI PAKISTAN LIMITED will be held on Thursday, April 20, 2017 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 in accordance with the provisions of the Companies Ordinance 1984 for a period of three years commencing from April 29, 2017.

The retiring Directors are Messrs (i) Muhammad Sohail Tabba, (ii) Muhammad Ali Tabba, (iii) Jawed Yunus Tabba, (iv) Amina Abdul Aziz Bawany, (v) Asif Jooma, (vi) Muhammad Abid Ganatra, (vii) Khawaja Iqbal Hassan, (viii) Kamal A Chinoy.

Special Business


2. To approve, as allowed under SRO 470(I)/2016 issued by Securities & Exchange Commission of Pakistan, transmission of annual balance sheet, profit and loss account, auditors' report, directors' report and ancillary statements/notes/documents ("Annual Audited Accounts") along with the notice of general meeting of ICI Pakistan Limited in electronic form to the shareholders through CD/DVD/USB at their registered addresses instead of transmitting the said Annual Audited Accounts in hard copy, and if deemed appropriate, pass the following resolutions, with or without modification, as ordinary resolution:

"RESOLVED that transmission of the annual balance sheet, profit and loss account, auditors' report, directors' report and ancillary statements / notes / documents ("Annual Audited Accounts") along with the notice of general meeting of the Company at their registered addresses in soft form i.e. through CD/DVD/USB instead of transmitting the same in hard copies from the year ending June 30, 2017 in terms of SRO No.470 (1)/2016 dated May 31, 2016, be and is hereby approved.

FURTHER RESOLVED that the Chief Executive Officer, the Chief Financial Officer and the Company Secretary of the Company be and are hereby severally authorised to give effect to this resolution and to do or cause to do all acts, deeds and things that may be necessary or required and to sign such documents and take such steps from time to time, as and when necessary for the purposes of implementing this resolution."

The information as required under section (1)(b) of the Companies Ordinance, 1984, setting out in detail the special business to be conducted in the Extraordinary General Meeting is attached.

By Order of the Board



Saima Kamila Khan
Company Secretary

March 30, 2017
Karachi

Statement of Material Facts

Under section 160 (1) (b) of the Companies Ordinance, 1984

Special Business

Agenda Item – 2 – Circulation of Annual Audited Accounts in Electronic Form

The Securities and Exchange Commission of Pakistan, vide S.R.O 470(i)/2016 dated May 31, 2016, has allowed companies to circulate their annual balance sheet, profit and loss account, auditors` report, directors` report and ancillary statements / notes / documents ("Annual Audited Accounts") alongwith the notice of general meeting to its shareholders in electronic form through CD/DVD/USB at their registered addresses. This would result in timely delivery of Annual Audited Accounts to the shareholders.

For the convenience of its shareholder, the Company will place on its website a standard request form alongwith the postal and e-mail address of the Company Secretary/Share Registrar, so that shareholders may request a hard copy of the Audited Annual Accounts. The Company will provide one hard copy free of cost to the requesting shareholder at their registered address within one week of the request.

The Company is seeking shareholder approval to circulate the Annual Audited Accounts along with notice of general meeting in electronic form as aforesaid and pass the Resolution noted at Agenda Item 2 in the Notice of Extraordinary General Meeting (attached) with or without modification.

NOTES:

1. Share Transfer Books of the Company will remain closed from April 14, 2017 to April 20, 2017 (both days inclusive). Transfers received in order at the office of our Shares Registrar, FAMCO Associates (Pvt) Ltd, 8-F, Next to Hotel Faran, Nursery , Block-6, P.E.C.H.S, Shakra-e-faisal, Karachi, by the close of business on April 13, 2017 will be in time to entitle the transferees to attend the Meeting.
2. All Members are entitled to attend and vote at the Meeting.
3. 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.
4. 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
5. 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.
6. Members are requested to submit a copy of their Computerized National Identity Card/Smart National Identity Card (CNIC/SNIC), if not already provided and Notify immediately changes, if any, in their registered address to our Shares Registrar, FAMCO Associates (Pvt) Limited.

7. 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.

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 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.

8. Any person who seeks to contest the election of directors shall file with the Company at its registered office not later than fourteen days before the above said meeting his/her intention to offer himself/herself for election as a director in terms of Section 178 (3) of the Companies Ordinance 1984 together with :

- (a) Consent to act as director in Form 28, duly complete, as required under Section 184(1) of the Companies Ordinance, 1984;
- (b) Detailed profile along with office address for placement on the Company's website seven days prior to the date of election in terms of SRO 25 (1) 2012 of January 16, 2012; and
- (c) Declaration in respect of being compliant with the requirements of the Code of Corporate Governance 2012 and the eligibility criteria as set out in the Companies Ordinance, 1984 to act as a director of a listed company.

ICI Pakistan Limited

Form of Proxy Extraordinary General Meeting

I / We _____
of _____
being member(s) of ICI Pakistan Limited holding _____
ordinary shares hereby appoint _____
of _____ or failing him / her _____
of _____ who is / are also member(s) of ICI Pakistan Limited as my/our
proxy in my / our absence to attend and vote for me / us and on my / our behalf at the
Extraordinary General Meeting of the Company to be held on April 20, 2017 and at any
adjournment thereof.

As witness my / our hand / seal this _____ day of _____ 2017

Signed by the said _____

in the presence of 1. _____

2. _____

Folio / CDC Account No.

Signature

This signature should
agree with the specimen
registered with the Company.

Important:

1. This Proxy Form, duly completed and signed, must be received at the Registered Office of the Company, ICI House, 5 West Wharf, Karachi, not less than 48 hours before the time of holding the meeting.
2. No person shall act as proxy unless he himself is a member of the Company, except that a corporation may appoint a person who is not a member.
3. If a member appoints more than one proxy and more than one instruments of proxy are deposited by a member with the Company, all such instruments of proxy shall be rendered invalid.

For CDC Account Holders / Corporate Entities:

In addition to the above the following requirements have to be met:

- i) The proxy form shall be witnessed by two persons whose names, addresses and CNIC / SNIC (Computer National Identity Card / Smart National Identity Card) numbers shall be mentioned on the form.
- ii) Attested copies of CNIC / SNIC or the passport of the beneficial owners and the proxy shall be furnished with the proxy form.
- iii) The proxy shall produce his original CNIC / SNIC or original passport at the time of the meeting.
- iv) In case of 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.



NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting of ICI PAKISTAN LIMITED will be held on Thursday, April 20, 2017 at 10:00 a.m. at the Registered Office of the Company, ICI House, 5 West Ward Karachi, to transact the following business:

Ordinary Business

- To elect eight (8) Directors in accordance with the provisions of the Companies Ordinance 1984 for a period of three years commencing from April 20, 2017. The retiring Directors are Messrs (i) Muhammad Sohail Tabba (ii) Muhammad Ali Tabba, (iii) Javed Yousaf Tabba, (iv) Amira Abdul Aziz Bhanji, (v) Aftab Jooma, (vi) Muhammad Asif Garani, (vii) Khawaja Iqbal Hassan and (viii) Kamal A Chishti.

Special Business

- To approve an annexure under SRO 470(1)/2016 issued by Securities & Exchange Commission of Pakistan, transmission of the annual balance sheet, profit and loss account, auditors' report, directors' report and auxiliary statements/statements/documents (Annual Audited Accounts) along with the notice of general meeting of ICI Pakistan Limited in electronic form to shareholders through CD/DVD/USB at their registered addresses instead of transmitting the said Annual Audited Accounts in hard copy, and if deemed appropriate, pass the following resolutions, with or without modification, as ordinary resolution:

"RESOLVED that transmission of the annual balance sheet, profit and loss account, auditors' report, directors' report and auxiliary statements/documents (Annual Audited Accounts) along with the notice of general meeting of the Company at their registered addresses in soft form i.e. through CD/DVD/USB instead of transmitting the same in hard copy from the year ending June 30, 2017 in form of SRO No 470 (1)/2016 dated May 31, 2016, be and is hereby approved.

FURTHER RESOLVED that the Chair Executive Officer, the Chief Financial Officer and the Company Secretary of the Company be and are hereby severally authorized to give effect to this resolution and to do all that is necessary, or required and to sign such documents and take such steps from time to time, as and when necessary, for the purposes of implementing this resolution.

The information as required under section 11(1) of the Companies Ordinance 1984, set out in detail in the special business to be conducted in the Extraordinary General Meeting is attached.

March 20, 2017
Karachi

By Order of the Board
Sama Kamila Khan
Company Secretary

Statement of Material Facts Under section 163(1)(b) of the Companies Ordinance, 1984

Special Business Agenda Item - 2 - Circulation of Annual Accounts in Electronic Form

The Securities and Exchange Commission of Pakistan vide SRO 470(1) dated May 31, 2016, has allowed companies to circulate their annual balance sheet, profit and loss account, auditors' report, directors' report and auxiliary statements/documents (Annual Audited Accounts) along with the notice of general meeting to its shareholders in electronic form through CD/DVD/USB at their registered addresses. This would result in timely delivery of Annual Audited Accounts to the shareholders. For the convenience of the shareholders, the Company will place on its website a standard request form along with the portal and email address of the Company Secretary/Share Registrar, so that shareholders may request a hard copy of the Audited Annual Accounts. The Company will provide such hard copy free of cost to the requesting shareholder at their registered address within one week of the request.

The Company is seeking shareholder approval to circulate the Annual Audited Accounts along with the notice of general meeting in electronic form as proposed and pass the Resolution under Agenda Item 2 in the Notice of Extraordinary General Meeting attached herewith for information.

NOTES:

- Share Transfer Books of the Company will remain closed from April 19, 2017 to April 20, 2017 (both days inclusive). Transfers received in order at the office of our Shares Registrar, FAHCO Associates (Pty) Ltd. 60, First Floor, West Ward, Karachi, P.O. Box 58, Shaheed Jinnah Road, by the close of business on April 19, 2017 will be in time to entitle the shareholders to attend the Meeting.
- 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 on their behalf. Appointment of a Member of the Company.
- An instrument of proxy, acceptable 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.
- An instrument of proxy and the power of attorney or other authority if any, order which it is signed or a notary certified copy of such power or authority must be filed to 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/Smart CNIC) if not already provided and notify immediately if any, in their registered address to our Shares Registrar FAHCO Associates (Pty) Limited.
- CDC Account Holders will further have to follow the under mentioned guidelines as laid down in Circular 1 dated January 20, 2009 issued by the Securities and Exchange Commission of Pakistan.

A. For Attending the Meeting:

- In case of individuals the account holder or subscriber holder and/or the person whose securities are in group account and their registration details are updated as per the Regulations, shall authenticate the identity by showing his/her original CNIC/Smart CNIC or original passport at the time of attending the meeting.
- In case of corporate entity, the Board of Directors shall authorize a person 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:

- In case of individuals the account holder or subscriber holder and/or the person whose securities are in group account and their registration details are updated as per the Regulations, shall submit the proxy form as per the above requirement.
- The proxy form shall be witnessed by two persons whose names, addresses and CNIC/Smart CNIC numbers shall be mentioned on the form.
- Attested copies of CNIC/Smart CNIC or the passport of the beneficial owners and the proxy shall be furnished with the proxy form.
- The proxy shall produce his original CNIC/Smart CNIC or original passport at the time of the Meeting.
- In case of corporate entity, the Board of Directors shall authorize a person with specimen signature shall be submitted unless it has been provided earlier along with proxy form to the Company.

- Any person who seeks to contest the election of directors shall file with the Company at its Registered Office not later than four days before the above said meeting his declaration of contesting himself for election as a director in terms of Section 170 (3) of the Companies Ordinance 1984 together with:

- Consent to act as director in Form 20, duly completed as required under Section 161(1) of the Companies Ordinance, 1984.
- Detailed profile along with office address for placement on the Company's website seven days prior to the date of election in terms of SRO 23 (1) 2012 of January 16, 2012 and
- Declaration in respect of being compliant with the requirements of the Code of Corporate Governance 2012 and the eligibility criteria as set out in the Companies Ordinance 1984 to act as a director of a listed company.

