

# Notice of 70<sup>th</sup> Annual General Meeting

Notice is hereby given that the 70th Annual General Meeting (“AGM”) of ICI Pakistan Limited (the “Company”) will be held virtually on Wednesday, September 29, 2021, at 10:00 a.m. through video-link.

Instructions with regard to participation appear in the notes below. While convening the AGM, the Company will observe the quorum provisions and will comply with all the regulatory requirements.

The AGM is being held to transact the following business:

## **ORDINARY BUSINESS:**

1. To receive, consider, and adopt the annual audited financial statements of the Company for the year ended June 30, 2021, along with the report of the Auditors thereon and the report of the Directors.
2. To declare and approve final cash dividend at 200% i.e. PKR 20/- per ordinary share of PKR 10/- each for the year ended June 30, 2021, as recommended by the Directors, payable to the Members whose names appear in the Register of the Members on September 22, 2021.
3. To appoint auditors of the Company for the year 2021-22 and to fix their remuneration. The Board of Directors, on the recommendation of the Audit Committee of the Company, has proposed re-appointment of EY Ford Rhodes, Chartered Accountants as auditors, for the year ending June 30, 2022.

## **SPECIAL BUSINESS:**

4. To approve by way of Special Resolution with or without modification the following resolutions with respect to the related party transactions in which some or a majority of Directors of the Company are interested in terms of Section 207 and 208 (to the extent applicable) of the Companies Act, 2017:

**“RESOLVED THAT** the related parties transactions in which some or a majority of the Directors are interested carried out by the Company with Lucky Cement Limited, Gadoon Textile Mills Limited, YB Pakistan Limited, Lucky Textile Mills Limited, Lucky Holdings Limited, Yunus Textile Mills Limited, Global Commodities Limited, NutriCo Pakistan (Private) Limited, NutriCo Morinaga (Private) Limited, Lucky Foods (Private) Limited, ICI Pakistan PowerGen Limited, Lucky Motors Corporation Limited, National Bank of Pakistan, Tabba Heart Institute, Tabba Kidney Institute, ICI Pakistan Foundation and other such related parties to the extent of PKR 8,317,423,977/- (Rupees Eight Billion Three Hundred Seventeen Million Four Hundred Twenty Three Thousand Nine Hundred Seventy-Seven Only) during the year ended June 30, 2021 as reported in the financial statements for the said period, be and are hereby ratified and confirmed.

**FURTHER RESOLVED THAT** the Company may carry out transactions from time to time including, but not limited to, the purchase and sale of goods, materials, sales of various chemicals, soda ash, electricity, purchase of cement, availing or rendering of services, payment of royalty, donations, fees, dividends or subscription of shares with related parties in which some or a majority of the Directors are / may be interested including but not limited to Lucky Cement Limited, Gadoon Textile Mills Limited, YB Pakistan Limited, Lucky Textile Mills Limited, Lucky Holdings Limited, Yunus Textile Mills Limited, Global Commodities Limited, Lucky Knits (Private) Limited, NutriCo Pakistan (Private) Limited, NutriCo Morinaga (Private) Limited, Lucky Foods (Private) Limited, ICI Pakistan PowerGen Limited, Lucky Motors Corporation Limited, National Bank of Pakistan, Aziz Tabba Foundation, Tabba Heart Institute, Tabba Kidney Institute, ICI Pakistan Foundation and other such related parties to the extent of approximately PKR 6,100,000,000/- (Rupees Six Billion One Hundred Million only) during the financial year ending June 30, 2022. The Shareholders have noted that for the aforesaid transactions some or a majority of the Directors may be interested. Notwithstanding, the Shareholders hereby grant an advance authorisation to the Board Audit Committee and the Board of Directors of the Company to review and approve all related party transactions for the aforesaid companies as noted above based on the recommendation of the Board Audit Committee.

**FURTHER RESOLVED THAT** the related party transactions as aforesaid for the period ended June 30, 2022 would subsequently be presented to the Shareholders at the next Annual General Meeting for ratification and confirmation.”

Attached to this notice is the Statement of Material Facts covering the above mentioned Special Business, as required under Section 134(3) of the Companies Act, 2017

By Order of the Board



**Laila Bawany**  
Company Secretary

September 08, 2021  
Karachi

# Notice of 70<sup>th</sup> Annual General Meeting

## Notes:

### 1. Closure of Share Transfer Books:

Share Transfer Books of the Company will remain closed from September 23, 2021 to September 29, 2021 (both days inclusive). Transfers received in order at the office of our Shares Registrar, FAMCO Associates (Private) Limited, 8-F, Next to Hotel Faran, Nursery, Block-6, P.E.C.H.S., Shahrah-e-Faisal, Karachi, by the close of business on **September 22, 2021**, will be considered in time, to entitle the transferees to the final cash dividend and to attend and vote at the Annual General Meeting.

### 2. Participation in the Meeting:

Members whose names appearing in the Register of Members as of September 22, 2021, 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 certified true copy of such power or authority duly notarized must, to be valid, be deposited through email on [generalmeetings@ici.com.pk](mailto:generalmeetings@ici.com.pk) not less than 48 hours before the time of AGM.

Members are requested to submit a copy of their Computerized National Identity Card (CNIC), if not already provided and notify immediately the changes, if any, at the registered address to our Shares Registrar, FAMCO Associates (Private) Limited.

### 3. Reason for holding AGM virtually through video-link – Coronavirus Contingency Planning

In view of the continued threats posed by the COVID-19 (Coronavirus) and directives of the Securities and Exchange Commission of Pakistan (SECP) vide its circulars requiring listed companies to modify their usual planning for holding the general meetings, the Company, prioritising the wellbeing of its shareholders, directors and employees request the members to participate in the AGM virtually through video-link only.

- a. To attend the AGM through video-link, the members are requested to register themselves by providing the following information through email at [generalmeetings@ici.com.pk](mailto:generalmeetings@ici.com.pk) at least 48 hours before the AGM.

Names of Shareholder	CNIC / NTN No.	Folio No. / CDC IAS A/C No.	Cell No.	Email Address

- b. Members will be registered, after necessary verification as per the above requirement and will be provided a video-link by the Company via email.
- c. The login facility will remain open from 9:45 a.m. till the end of AGM.
- d. Members can also share their comments / suggestions on the agenda of AGM by email at [generalmeetings@ici.com.pk](mailto:generalmeetings@ici.com.pk)

### 4. Guidelines for Central Depository Company of Pakistan Limited ('CDC') Investor Account Holders:

CDC Investor 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 AGM:

- (i) In case of individuals, the investor 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 sharing a copy of his / her CNIC or valid passport through email (as mentioned in the notes) at least 48 hours before the AGM.
- (ii) In case of corporate entity, the Board of Directors' resolution / Power of Attorney with specimen signature of the nominee shall be shared through email (as mentioned in the notes) (unless it has been provided earlier) at least 48 hours before the AGM.

#### b. for appointing Proxies:

- (i) In case of individuals, the investor 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 numbers shall be mentioned on the form.
- (iii) Copies of CNIC or the valid passport of the beneficial owners and the proxy shall be furnished along with the proxy form through email (as mentioned in the notes).
- (iv) The proxy shall produce his original CNIC or original valid 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 through email (as mentioned in the notes).

**5. Consent for Circulation of Audited Financial Statements through E-Mail:**

Pursuant to SRO 787(1)/2014 dated September 08, 2014 and SRO 470(1)/2016 dated May 31, 2016, Securities and Exchange Commission of Pakistan (SECP) has allowed companies to circulate its audited financial statements to its shareholders through Email / CD / DVD / USB or any other electronic media at their registered addresses.

Shareholders who wish to receive the hardcopy of the financial statements are requested to send a request using the “Standard Request Form” (also available on the Company’s website <http://www.ici.com.pk>) at the Company address.

**6. Submission of CNIC / NTN (Mandatory):**

Pursuant to the directives of the SECP, the dividends of Shareholders whose CNIC or NTN (in case of corporate entities) are not available with the Share Registrar could be withheld. Shareholders are therefore, requested to submit a copy of their valid CNIC (if not already provided) to the Company’s Share Registrar, FAMCO Associates (Private.) Limited, 8-F, Next to Hotel Faran, Nursery, Block-6, P.E.C.H.S., Shahrah-e-Faisal, Karachi. In the absence of a member’s valid CNIC, the Company will be constrained to withhold the dividend of the members.

**7. Dividend Mandate (Mandatory):**

In accordance with the provisions of Section 242 of the Companies Act 2017, and Regulation 4 of the Companies (Distribution of Dividends) Regulations 2017, a listed company is required to pay cash dividend to the shareholders **ONLY** through electronic mode directly into the bank account designated by the entitled shareholders. In compliance with the above law, in order to receive dividends directly in your bank account, you are requested to provide the information mentioned in the Form placed at the Company’s website <http://www.ici.com.pk> otherwise the Company would be constrained to withhold payment of dividend (if any) in terms of Regulation 6 of the Companies (Distribution of Dividends) Regulations 2017. Shareholders shall submit the information directly to their brokers / Central Depository Company of Pakistan Limited, if the shares are held in the electronic form or to the Company’s Shares Registrar if the shares are held in physical form.

**8. Treatment of Withholding Tax:**

Dividend income on shares is liable to deduction of withholding tax under Section 150 of the Income Tax Ordinance, 2001. Withholding of tax on dividend based on ‘Active’ and ‘Non-Active’ status of shareholders shall be @ 15% and 30% respectively. ‘Active’ means a person whose name appears on the Active Taxpayers List available at e-portal of FBR (<http://www.fbr.gov.pk/>) and ‘Non-Active’ means a person whose name does not appear on the Active Taxpayers List.

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

All shareholders who hold shares with joint shareholders are requested to provide shareholding proportions of principal shareholder and joint-holder(s) in respect of shares held by them to our share registrar FAMCO Associates (Private) Limited, 8-F, Next to Hotel Faran, Nursery, Block-6, P.E.C.H.S., Shahrah-e-Faisal, Karachi, by the close of business on September 22, 2021, as per the following format:

Name of Principal Shareholder/Joint Holders	Shareholding proportions (%)	CNIC No. (copy to be attached)	Folio / CDC Account No.	Total Shares	Signature

**9. Exemption from Deduction of Income Tax / Zakat:**

Members seeking exemption from deduction of income tax or those who are eligible for deduction at a reduced rate, are requested to submit a valid tax exemption certificate or necessary documentary evidence as the case may be. Members desiring no deduction of zakat are also requested to submit a valid declaration for non-deduction of zakat.

**10. Placement of Financial Statements on Website:**

The Financial Statements of the Company for the year ended June 30, 2021 along with reports have been placed on the website of the Company: <https://www.ici.com.pk/investor-relations/financial-reports/>

**11. Unclaimed Dividend / Shares under Section 244 of the Companies Act, 2017:**

An updated list for unclaimed dividend / shares of the Company is available on the Company’s website [www.ici.com.pk/](http://www.ici.com.pk/). These are unclaimed dividend / shares which have remained unclaimed or unpaid for a period of three years from the date these have become due and payable.

Claims can be lodged by shareholders on claim forms as are available on the Company’s website. Claims forms must be submitted to the Company’s Share Registrar FAMCO Associates (Private) Limited, 8-F, Next to Hotel Faran, Nursery, Block-6, P.E.C.H.S., Shahrah-e-Faisal, Karachi, for receipt of dividend / shares.

**12. Conversion of Physical Shares into the Book Entry Form:**

As per Section 72(2) of the Companies Act, 2017, every existing company shall be required to replace its physical shares with book-entry form in a manner as may be specified and from the date notified by SECP, within a period not exceeding four (4) years from the commencement of the Act, i.e., May 30, 2017. Those Shareholders having physical shareholding are encouraged to open a CDC Sub - Account with any Broker or Investor Account directly with CDC to place their physical shares into scrip less form. This will facilitate them in many ways, including safe custody and sale of shares, any time they want, as the trading of physical shares is not permitted as per existing regulations of the Pakistan Stock Exchange Limited.

# Notice of 70<sup>th</sup> Annual General Meeting

## Statement under Section 134 (3) of the Companies Act, 2017 Pertaining to Special Business

This Statement sets out the material facts pertaining to the Special Resolution described in the Notice of Annual General Meeting ("AGM"), intended to be transacted at the 70th AGM of ICI Pakistan Limited ("the Company") that is scheduled to be held on Wednesday, September 29, 2021.

The Company carries out transactions with its associated companies and related parties in accordance with its policies and applicable laws and regulations. Certain related party transactions require Shareholders' approval under Section 207 and 208 (to the extent applicable) of the Companies Act, 2017 as majority of Directors on the ICI Pakistan Limited Board are / may be interested in the transaction (by virtue of being shareholder or Directors in related entities).

The details of transactions where some or a majority of Directors are interested are as under:

S. No.	Name of the Company	Nature of Transaction
1	Lucky Cement Limited	Purchase and sale of goods, materials and services; and Dividend
2	Gadoon Textile Mills Limited	Sale of goods, materials and services and Dividend
3	YB Pakistan Limited	Dividend
4	Lucky Textile Mills Limited	Sale of goods, materials and services and Dividend
5	Lucky Holdings Limited	Royalty
6	Yunus Textile Mills Limited	Sale of goods, materials and services and Dividend
7	NutriCo Pakistan (Private) Limited	Dividend
8	NutriCo Morinaga (Private) Limited	Purchase and sale of goods, materials and services and others
9	Lucky Motors Corporation Limited	Purchase of goods, materials and services
10	Global Commodities Limited	Purchase of goods, materials and services
11	Lucky Foods (Private) Limited	Sale of goods, materials and services
12	ICI Pakistan PowerGen Limited	Purchase and sale of goods, materials and services and Dividend
13	National Bank of Pakistan	Markup on running finance
14	Tabba Heart Institute	Sale of goods and others
15	Tabba Kidney Institute	Sale of goods
16	ICI Pakistan Foundation	Donations

All related party transactions are in accordance with the Company policies and comply with all legal requirements. These are primarily transactions conducted in the ordinary course of business on an arm's length basis. Under the Company Policy for Related Party Transactions, all related party transactions are reviewed periodically by the Board Audit Committee which is Chaired by an Independent Director. Following review by the Board Audit Committee, the said transactions are placed before the Board of Directors for approval.

The Shareholders are requested to ratify the transactions with related parties in which some or a majority of the Directors are interested as disclosed in the financial statements of the Company for the year ended June 30, 2021 and further to authorize the Company to conduct certain related party transactions in which some or a majority of Directors are interested for the financial year ending June 30, 2022.

Shareholders' approval is also sought to authorize and grant power to the Board to periodically review and approve such transactions based on the recommendation of the Board Audit Committee.

The Shareholders are informed that in the Special Resolution described in the Notice of AGM, the Company has provided its best estimate of the quantum of related party transactions to be undertaken in the period ending June 30, 2022. The Company will present the actual figures for subsequent ratification and confirmation by the Shareholders, at the next AGM.

Based on the aforesaid the Shareholders are requested to pass the Special Resolution (with or without modification) as stated in the Notice.

The Directors who are/may be interested in this subject matter are as follows:

1. Mr. Muhammad Sohail Tabba
2. Mr. Muhammad Ali Tabba
3. Mr. Jawed Yunus Tabba
4. Mr. Asif Jooma
5. Mrs. Amina A. Aziz Bawany
6. Mr. Muhammad Abid Ganatra