



ICI PAKISTAN LTD.

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NOTICE OF RESCHEDULED EXTRAORDINARY GENERAL MEETING

We refer to the Notice of rescheduled Extraordinary General Meeting (EOGM) of ICI Pakistan Limited (the "Company") dated April 20, 2020 announcing that the rescheduled EOGM of the Company will be held virtually via video-link on Monday, May 11, 2020 at 12.00 P.M. The instructions with regard to participation in the meeting through video-link appear in the notes below.

In this connection, it is also being notified that pursuant to Section 159 of the Companies Act 2017, the following persons have filed notice of their intention to offer themselves for election as Directors of the Company at the EOGM. At the said meeting, eight (8) Directors are to be elected.

Mr. Muhammad Sohail Tabba, Mr. Muhammad Ali Tabba, Mr. Jawed Yunus Tabba, Mrs. Amina A Aziz Bawany, Mr. Asif Jooma, Mr. Muhammad Abid Ganatra*, Khawaja Iqbal Hassan and Syed Muhammad Shabbar Zaidi.

As the number of persons who have offered themselves for election is equal to the number of Directors fixed by the Board of Directors under Section 159(1) of the Companies Act 2017, the above named candidates shall be deemed to have been elected at the said EOGM.

A statement of material facts under section 166(3) of the Companies Act, 2017 relating to justification for selecting Independent Directors is available at www.ici.com.pk

*Chief Financial Officer

By order of the Board

May 4, 2020
Karachi

Nausheen Ahmad
Company Secretary

Notes:

- To attend the EOGM through the video-link, members are requested to register themselves by providing the following information through email at EOGM2020@ici.com.pk at least 48 hours before the EOGM.



Name of Shareholder	CNIC Number	Folio Number/ CDC Account No.	Cell Number	Email Address

- b. Members who are registered, after necessary verification as per the requirement outlined in the EOGM notice dated April 20, 2020 will be provided a video-link by the Company via email.
- c. The login facility will remain open from 11:45 a.m. till the end of the EOGM.
- d. Members can also share their comments/ suggestions on the agenda of election of Directors on WhatsApp number at 0301-1177529 or by email at EOGM2020@ici.com.pk



STATEMENT UNDER SECTION 166(3) OF THE COMPANIES ACT, 2017

The Company is required to have Independent Directors on its Board in accordance with the requirements of the Listed Companies (Code of Corporate Governance) Regulations 2019. While selecting the Independent Directors core competencies, qualifications, diversified work experience, skill set and knowledge of the individuals was considered. Below is the brief profile of the Independent Directors:

Khawaja Iqbal Hassan:

Mr. Hassan is a seasoned professional/ banker with over 40 years of experience. He started his banking career with Citibank and established Global Securities Pakistan Limited and NIB Bank Limited. Mr. Hassan is currently a Director of Engro Corporation Limited and Chairman of the Advisory Committee of Development Corporation Pakistan Advisers (Pvt.) Limited. Mr. Hassan has been an Independent Director of ICI Pakistan since January 2013.

Syed Muhammad Shabbar Zaidi:

Mr. Zaidi, a Chartered Accountant by profession with over three decades of post qualification experience, served as the 26th Chairman of Federal Board of Revenue from May 2019 to April 2020. He retired as senior partner of A. F. Ferguson & Co. having spent over 35 years with the Firm. Mr. Zaidi has held various leadership positions in domestic and international forums including the Institute of Chartered Accountants, the State Bank of Pakistan and the Karachi Stock Exchange.