



# ITTEHAD CHEMICALS LIMITED

## NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that the Extraordinary General Meeting of the Shareholders of Ittehad Chemicals Limited will be held on **Tuesday, March 28, 2017 at 11:00 a.m.** at the Registered Office of the Company situated at 39-Empress Road, Lahore to transact the following business:

### ORDINARY BUSINESS:

1. To confirm the minutes of 25<sup>th</sup> Annual General Meeting held on October 31, 2016.
2. To elect Seven (7) Directors as fixed by the Board in accordance with Section 178(1) of the Companies Ordinance, 1984 (the "Ordinance") for a period of three years commencing from March 28, 2017. The names of retiring Directors are as under:

- |                                    |                            |
|------------------------------------|----------------------------|
| 1. Mr. Muhammad Siddique Khatri    | 5. Mr. Waqas Siddiq Khatri |
| 2. Mr. Abdul Sattar Khatri         | 6. Mr. Abdullah Mustafa    |
| 3. Mr. Abdul Ghafoor Khatri        | 7. Mr. Pervaiz Ahmed Khan  |
| 4. Ms. Farhana Abdul Sattar Khatri |                            |

Aforesaid retiring directors (except Mr. Abdul Ghafoor Khatri) and Mr. Yousaf Khatri (a member) have communicated their intention for election as Directors of the Company for the next three (03) years. If the Company received a consent from any other member; the same will be published in terms of section 174 (4) of the Ordinance.

### SPECIAL BUSINESS:

3. To consider and, if thought fit, pass the following Special Resolutions, with or without amendments, for alteration in the Articles of Association of the Company concerning e-voting:-

**Resolved that** the following new Article 75 A (iii) be and is hereby inserted after the existing Article 75 A (ii) in the Articles of Association:

- iii. An instrument of proxy concerning e-voting shall be in the following form:

I/We \_\_\_\_\_ of \_\_\_\_\_ being a member of Ittehad Chemicals Limited, holder of \_\_\_\_\_ Ordinary Shares as per Register Folio No \_\_\_\_\_ hereby opt for e-voting through intermediary and hereby consent the appointment of execution officer (\_\_\_\_\_) as proxy and will exercise e-voting as per The Companies (e-voting) Regulations, 2016 and hereby demand for poll for resolutions. My secured email address is \_\_\_\_\_ please send login details, password and electronic signature through email.

\_\_\_\_\_  
Signature should agree  
With the specimen signature  
Register with the company

Signed in the presence of:

\_\_\_\_\_  
Signature of Witness

\_\_\_\_\_  
Signature of Witness

**"Resolved further that** the Company Secretary be and is hereby authorized to do all acts, deeds and things, take all steps and actions as deemed necessary, ancillary and incidental in order to give effect the aforesaid resolution.

4. To transact any other business with the permission of the Chair.

The statement u/s 160(1)b of the Companies Ordinance 1984 setting out the material facts pertaining to the special business is being sent to the members, along with a copy of this notice.

By Order of the Board

Lahore  
February 20, 2017

Abdul Mansoor Khan  
Company Secretary



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## NOTES:

1. Any member who seeks to contest the election of the directors whether he is a retiring director or otherwise, must file the following documents and information with the Company at its Registered Office 39 - Empress Road, Lahore, not later than 14 days before the date of the meeting:
  - a) His/her Folio # / CDC Investor Account # / CDC Participant # / Sub-Account #
  - b) Notice of his/her intention to offer himself/herself for the election as directors in terms of Section 178(3) of the Companies Ordinance, 1984.
  - c) Consent to act as director as per Form 28 under Section 184 of the Ordinance.
  - d) A detailed profile for placement on Company's website.
  - e) An attested copy of valid Computerized National Identity Card.
  - f) A declaration stating the qualifications to become director of the Company under applicable laws and regulations.
2. The Share Transfer Books of the Company will remain closed from **March 18, 2017 to March 28, 2017 (both days inclusive)**. Transfers received in order by our Shares Registrar, M/s. Corplink (Pvt.) Limited, Wings Arcade, 1-K commercial, Model Town, Lahore at the close of business on March 17, 2017 will be treated in time for determination of entitlement to attend and vote in the Extraordinary General Meeting.
3. A member of the Company entitled to attend and vote at the Extraordinary General Meeting may appoint another member as his/ her proxy to attend and vote in place of him/her at the meeting. Proxies in order to be effective must be received at the Registered Office of the Company duly stamped and signed not less than 48 hours before the time of meeting.
4. Shareholders, who have deposited their shares into Central Depository Company of Pakistan, must bring their participant's ID numbers and account/ sub account numbers along with original Computerized National Identity Cards or original Passports at the time of attending the meeting in order to facilitate identification of respective shareholders.
5. In case of corporate entity, the Board of Directors' resolution / power of attorney with specimen signature of the nominee shall be produced at the time of meeting.
6. Members are advised to immediately notify the change in their addresses, if any to our registrar M/s. Corplink (Pvt.) Limited, Wings Arcade, 1-K commercial, Model Town, Lahore (Ph: 042-35916714, 042-35839182, Fax: 042-35869037).
7. Members who have not yet submitted copies of their Computerized National Identity cards (CNIC) are requested to send the same to our Shares Registrar at the earliest.
8. Members can also avail video conference facility in (name of the cities where facility can be provided keeping in view the geographical dispersal of members). In this regard fill the form and submit to the registered address of the company 10 days before the date of Extraordinary General Meeting. The video conference facility will be provided only if the company receives consent from members holding in aggregate 10% or more shareholding residing at geographical location, to participate in the meeting through video conference at least 10 days prior to the date of meeting, The company will intimate members regarding venue of video conference facility at least 5 days before the date of General Meeting along with complete information necessary to enable them to access such facility.

I / We \_\_\_\_\_ of \_\_\_\_\_ being member of Ittehad Chemicals Limited, holder of \_\_\_\_\_ Ordinary shares as per Register Folio # / CDC Account # / Participant Id # hereby opt for Video conference facility at \_\_\_\_\_.

\_\_\_\_\_  
Signature of shareholder

### **Statement under Section 160 (1) (b) of the Companies Ordinance, 1984**

This statement sets out the material facts pertaining to the special business to be transacted at the Extraordinary General Meeting of the company to be held on March 28, 2017.

### **Agenda Item # 3: Insertion of Article 75 A iii in the Articles of Association**

Securities and Exchange Commission of Pakistan has issued Companies (E-Voting) Regulation 2016 on January 22, 2016 vide S.R.O 43(1)/2016. The directors have recommended to include "Form of Proxy" in the Articles of Association concerning E-Voting. The directors are not interested, directly or indirectly, in the above business except to the extent of shares held by them in the company.