

# NATIONAL NEWS

21 months of Taliban govt in Kabul

## Pakistan braves 73pc more terrorist attacks

ISLAMABAD: The number of terrorist attacks in Pakistan has posted a phenomenal increase of 73 per cent during the 21 months since the Taliban takeover of Afghanistan compared to the corresponding period pre-August 2021 under the Ashraf Ghani-led administration, revealed a study.

According to the findings of a report, titled, "Pakistan's Afghan Perspective and Policy Options", launched by Pak Institute for Peace Studies (PIPS) here on Wednesday, overall, terror incidents have significantly increased inside Pakistan since August 15, 2021, when the Taliban took control of Kabul, whereas, the number

of fatalities in these attacks – from August 2021 to April 2023 – has also increased by 138 per cent.

The report, which comprises significant recommendations for the policymakers, is the final outcome of extensive monitoring, research and analyses, and eight expert consultations the think tank has conducted since July 2021.

The report also stated that Khyber-Pakhtunkhwa and Balochistan provinces have witnessed a marked impact of the Afghan situation in terms of terrorist violence, where the number of attacks during these 21 months surged by 92 per cent and 81 per cent, respectively.

However, the number of terrorist attacks in Punjab, Sindh and Islamabad Capital Territory has posted a relative decline since the Taliban takeover as compared to the corresponding 21 months pre-August 2021.

The report warned that the emerging trends of terrorism will only add to Pakistan's persistent security challenge in terms of Taliban militancy in Khyber-Pakhtunkhwa and the erstwhile tribal areas, Baloch nationalist insurgency in Balochistan, ethno-nationalist violence in Sindh, as well as growing religious extremism and radicalism.

"Protracted over a longer period of time, such an environment of insecurity, mili-

tancy, and violence can pose serious threats to political and economic stability, as well," the report further warned.

Speaking on the occasion of the launch, Deputy Head of Mission of the Norwegian Embassy in Islamabad Dr Maha Noor Khan said that Norway is one of the few countries of the world that has always supported to continue to have dialogue with the Afghan Taliban.

She said that promoting conflict resolution and reconciliation is the central aspect of Norwegian foreign policy. Expressing her concerns about the women's situation in Afghanistan, she said that the Taliban's interim government's decision to deny women and girls of their right to education and work is a serious violation of human rights. "We underline the need for a more representative and inclusive government in Afghanistan," she emphasized.

Professor of Politics and International Relations at the Quaid-i-Azam University in Islamabad Dr Zafar Nawaz Jaspal said that all segments of the society have a consensus that Pakistan's over five decades-long Afghan policy needed to be revisited.

He further stated that Pakistan should treat Afghanistan as a sovereign state, strengthen its border management and curb smuggling. Defence and strategic affairs analyst Maj Gen Inamul Haque (ret'd) said that the banned Tehreek-e-Taliban Pakistan (TTP) and borders fencing are the two variables as well as irritants in Pakistan-Afghan relations.

"If Pakistan deals with both correctly, then it can improve its relationship with Afghanistan," he said, adding that the banned group has the potential to spoil Pakistan's relations with Afghanistan.

Director PIPS Mohammad Amir Rana said that Pakistan should widen its policy options and policy framework, which should be based on inclusivity with input from all stakeholders, on the issue of Afghanistan.

Former first deputy speaker of the Lower House of the Afghan Parliament Mirwais Yasin pointed out that the core issue is to build trust between Pakistan and Afghanistan. He added that mistrust existed between both countries for a very long period of time.

Former Senator Afrasiab Khattak said that the presence of militant organisations including TTP and Daesh or Islamic State-Khorasan Province (IS-KP) in Afghanistan can provoke a new conflict as well as a second war of terror, which would have serious consequences for the region.

He urged Pakistan to change its policy towards Afghanistan, adding that the previous Afghan policy has serious flaws in it, which can create more problems.—ALI HUSSAIN

## COAS, UK Army CGS discuss regional security

ISLAMABAD: UK Army Chief of General Staff (CGS) General Sir Patrick Nicholas Yardley Monrad Sanders called on Chief of Army Staff General Syed Asim Munir at General Headquarters (GHQ) on Wednesday.

Upon arrival at GHQ, CGS UK Army laid a floral wreath at Yadgar-e-Shuhada. A smartly turned out contin-

gent of Pakistan Army presented the guard of honour to the visiting dignitary.

During the meeting, regional security issues and matters of mutual interest were discussed.

The visiting dignitary acknowledged the sacrifices and achievements of Pakistan Army in fight against terrorism and efforts for bringing peace and stability in the region.

**Government of Pakistan**  
**Pakistan Ordnance Factories**  
**Wah Cantt**

**INVITATION TO BID**

- POFs Supply Chain Management invites bids from the original Manufacturers / authorized Dealers / Suppliers registered with Income Tax, Sales Tax Department for supply of 4 x items of Metals Non Ferrous against T.E No.0006-LP-MAA-53-A, dt.13-4-2023.
- Bidding documents containing item wise detail, specifications and all other terms & conditions are available for the interested bidders at the office of the undersigned OR can also be downloaded from POF website ([www.ebidding.pof.gov.pk](http://www.ebidding.pof.gov.pk)) free of cost.
- The bids completed in all respects, must be submitted online on above mentioned portal on or before **22-6-2023**, but not later than closing time **1130 hrs**. The Tenders will be opened at **1200 hrs** on the same date.

**Director Supply Chain Management**  
Tel. No.051-9055-21088, Fax No.051-9314100  
E-mail: [procurement@pof.gov.pk](mailto:procurement@pof.gov.pk)  
PID (I) No. 7423/22

**MAHMOOD TEXTILE MILLS LIMITED**

**NOTICE OF THE EXTRA ORDINARY GENERAL MEETING**

Notice is hereby given that an Extra Ordinary General Meeting (EOGM) of Mahmood Textile Mills Limited ("the Company") will be held at Head Office, Mehr Manzil, Lohari Gate, Multan and through video link facility on 22nd June, 2023 at 11:00 A.M to transact the following special business:

**SPECIAL BUSINESS:**

- To consider and if deemed fit, to pass the following special resolution(s), with or without modification(s), addition(s) or deletion(s) to increase the authorized capital of the company:

**RESOLVED:**

- That the Authorized Share Capital of the Company be and is hereby increased from Rs. 300,000,000/- (Three Hundred Million) Divided into 30,000,000 (Thirty Million) Ordinary shares of Rs. 10 each to Rs.10,300,000,000/- (Ten Billion and three hundred million) divided into 1,015,000,000 (One billion and fifteen million) ordinary shares of Rs.10/- each and 15,000,000 (fifteen million) Cumulative Preference Shares of 10 each and clause 5 of the Memorandum of Association and Article 3 & 82 of the Articles of Association of the company be and are hereby altered accordingly to read as follow:

**CLAUSE 5 OF THE MEMORANDUM OF ASSOCIATION**

The Capital of the Company is Rs. 10,300,000,000/- (Ten Billion and three hundred million) divided into 1,015,000,000 (One billion and fifteen million) ordinary shares of Rs.10/- each and 15,000,000 (fifteen million) Cumulative Preference Shares of 10 each. The ordinary and Cumulative Preference Shares shall have the respective rights and benefits given by and in the article of the company. The company shall have the power to increase, reduce or recognize the capital of the company and divide the Ordinary Share Capital of the company for the time being into several classes in accordance with the provision of the law applicable for the time being.

**ARTICLE 3 OF THE ARTICLES OF ASSOCIATION**

The present Capital of the company is Rs. 10,300,000,000/- (Ten billion and three hundred million) divided into 1,015,000,000 (One billion and fifteen million) ordinary shares of Rs.10/- each and 15,000,000 (fifteen million) Cumulative Preference Shares of 10 each. The ordinary and Cumulative Preference Shares shall have the respective rights and benefits given by and in the article of the company. The company shall have the power to increase, reduce or recognize the capital of the company and divide the Share Capital of the company for the time being into several classes in accordance with the provision of the law applicable for the time being.

**ARTICLE 82 OF THE ARTICLES OF ASSOCIATION**

The Board of Director's may at any time and from time to time pass a resolution that any sum

- For the time being standing to the credit of any reserve fund or reserve account of the company, including premiums received on the issue of any share or debentures of the company, or
- Being undivided net profits in the hands of the company, be capitalized and such sum be appropriated as capital to and amongst the ordinary shareholders in the proportions in which they would have been entitled thereto if the same had been distributed by way of dividend on the ordinary shares, effective, and the Directors shall in accordance with such resolution apply such sum in paying up in full any unissued shares as bonus shares or debentures of the company on behalf of the ordinary shareholders aforesaid, and appropriate such bonus shares or debentures and distribute the same credited as fully paid up to any amongst such shareholders in the proportion aforesaid in satisfaction of the shares and interest of such shareholders in the said capitalized sum or otherwise deal with such sum as directed by such resolution. Where any difficulty arises in respect of any such distribution, the Directors may settle the same as they think expedient, and in particular they may fix the value for distribution of any fully paid-up shares or debentures, make cash payments to any shareholders on footing of the value so fixed in order to adjust rights, and vest any such shares or debentures in trustees upon such trusts for or for the benefits of the persons entitled to share in the appropriation and distribution as may seem just and expedient to the Directors.

- That the shares when issued shall carry equal voting rights and rank pari passu with the existing ordinary shares in all respects in conformity with the provisions of Section 85 of the Companies Act 2017.

- To consider and if deemed appropriate, approve the circulation of Company's annual audited financial statement through QR enabled code and weblink as part of notice for annual general meeting and to pass the following resolution as an ordinary Resolution, with or without modification.

"Resolved that the consent and approval of the members of Mahmood Textile Mills Limited (the "Company") be and is hereby accorded and the company be and is hereby authorized to circulate annual audited financial statement to its members through QR enabled code and weblink as part of the notice of Annual General Meeting."

"Further resolved that the Chief Executive and company secretary be and are hereby jointly or severally authorized to do all acts, deeds and things, take or cause to be taken any action as may be necessary incidental or consequential to give effect to this resolution."

The statement under Section 134(3) of The Companies Act, 2017 in respect to above-mentioned Special Business is attached herewith.

**By Order of the Board**  
**Liaquat Ali Dolla**  
**Company Secretary**

**Multan**  
**Dated 31-05-2023**

**NOTES:**

- Book Closure**  
The Share transfer books of the company will remain closed from 15.6.2023 to 22.06.2023 (both days inclusive). Transfers received in order at the office of the company's Independent Share Registrar, M/s Hameed Majeed Associates (Pvt) Limited, 7 Bank Square, Lahore by the close of business (5:00 PM) on 20.06.2023 will be treated in time for the purposes of attending and voting at the EOGM. Proxy forms, in English and Urdu languages are available on the Company's website.
- Instrument of Proxy**  
A member entitled to attend and vote at the meeting may appoint any other member as his/her proxy to attend and vote. The instrument appointing a proxy and the power of attorney or other authority under which it is signed or a notarial attested copy of power of attorney must be deposited at the registered office of the company at least 48 hours before the time of the meeting. A proxy must be a member of the company. A company or a corporation being a member of the company may appoint a representative through a resolution of board of directors for attending and voting at the meeting. Proxy form is available on the company website.
- Attendance**  
To attend the meeting through video link, the members and their proxies are requested to register themselves by providing the following information along with their Name, Folio Number of shares held in their name, a valid copy of CNIC (both sides/passport attested copy of board resolution/power of attorney (in case of corporate shareholder) through email at [liaquat.cs@mahmoodgroup.com](mailto:liaquat.cs@mahmoodgroup.com) by

Name of Member/ proxy holders	CNIC	Folio No./ participant ID/ Account No.	Cell No./ WhatsApp No.	Email ID

The shareholders who registered after the necessary verification shall be provided with a video link by the company at the said email address. The login facility will remain open from the start of the meeting till its proceedings are concluded.

- Members who have deposited their shares into Central Depository Company of Pakistan Limited ("CDC") will further have to follow the applicable guidelines as laid down by the Securities and Exchange Commission of Pakistan in Circular No. 1 of 2000.
- Members are requested to notify in advance time of any change in their addresses to our independent Share Registrar.
- Notice of Shareholder who have not provided CNIC:**  
The shareholders who have not yet provided their CNICs are once again advised to provide attested copies of their CNICs (if not already provided) directly to our independent Share Registrar at address given in Note No.1.

**Procedure for E-voting**

- In accordance with the companies (Postal Ballot) Regulation, 2023 (the "Regulations"), the right to vote through electronic voting facility and voting by post has been provided to the members in the manner and subject to conditions contained in the Regulations.
- Identity of the Members intending to cast vote through e-voting shall be authenticated through electronic signature or authentication for login.

**Procedure for voting Through Postal Ballot**

- Members may alternatively opt for voting through postal ballot. For the convenience of the members, Ballot Paper is available on the Company Website [www.mahmoodgroup.com](http://www.mahmoodgroup.com).
- The members must ensure that the duly filled and signed ballot paper, along with a copy of CNIC should reach the Chairman of the meeting through post at the Company's Multan Office, Mehr Manzil, Lohari Gate, Multan, or emailed at [liaquat.cs@mahmoodgroup.com](mailto:liaquat.cs@mahmoodgroup.com) one day before the EOGM i.e. 21.06.2023 before 5.00 p.m. A postal ballot received after this time/date shall not be considered for voting. The signature on the Ballot paper shall match with signature on the CNIC.

**STATEMENT UNDER SECTION 134(3) OF THE COMPANIES ACT, 2017 CONCERNING THE SPECIAL BUSINESS TO BE TRANSACTED AT THE EXTRAORDINARY GENERAL MEETING**

Reason for increase in authorize share capital it is being proposed to enhance the existing authorized capital in order to allow further issue of shares in future. The Capital of the company is Rs. 10,300,000,000/- (Ten billion and three hundred million) divided into 1,015,000,000 (One billion and fifteen million) ordinary shares of Rs.10/- each and 15,000,000 (fifteen million) Cumulative Preference Shares of 10 each. The ordinary and Cumulative Preference Shares shall have the respective rights and benefits given by and in the article of the company.

**Reasons for Alteration in Memorandum and Articles of Association:**

The authorized share capital is being increased to cater future requirements of issue of further share capital. This necessitates the alteration of clause 5 of the Memorandum of Association of the company and article Clause 3 of the Articles of Association of the Company.

**Statement of the Board of Directors:**

We the Board of Directors of the Company hereby confirm that the proposed alteration in the Memorandum of Association for increase in authorized share capital of the company are in line with the applicable provisions of the law and the regulatory framework.

**ARCHROMA**  
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**ARCHROMA PAKISTAN LIMITED**

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

This is to inform you that pursuant to the Order of the High Court of Sindh at Karachi dated May 16, 2023, passed in Civil Miscellaneous Application No. 1113 of 2023, in Petition bearing J. C. M. No. 11 of 2023 ("Order"), an Extraordinary General Meeting ("EOGM") of Archroma Pakistan Limited (the "Company") shall be held at, and conducted from, the Company's Registered Office, situated at 1-A/1, Sector 20, Korangi Industrial Area, Korangi, Karachi, including through video link facility, on Friday, June 23, 2023 at 10.00 a.m., to transact the following business:

**A. SPECIAL BUSINESS**

Pursuant to the Order, to consider and, if thought fit, to pass, with or without modification, the following resolution for, inter alia, the merger, by way of amalgamation, of the entire undertaking of Huntsman Textile Effects Pakistan (Private) Limited with and into the Company, along with all ancillary matters thereto, in accordance with the Scheme of Arrangement dated April 27, 2023, as approved by the Board of Directors of the Company on April 27, 2023.

The proposed resolution to be passed by the requisite majority under Sections 279 and 282 of the Companies Act, 2017 is as under:

"RESOLVED THAT the Scheme of Arrangement dated April 27, 2023, for, inter alia, the merger, by way of amalgamation, of the entire undertaking of Huntsman Textile Effects Pakistan (Private) Limited with and into Archroma Pakistan Limited, along with all ancillary matters thereto, placed before the meeting for consideration and approval, be and is hereby approved and adopted, along with any modifications / amendments required, or conditions imposed by the High Court of Sindh at Karachi, subject to sanction by the High Court of Sindh at Karachi, in terms of the provisions of the Companies Act, 2017."

The Scheme of Arrangement will be subject to the subsequent sanction of the High Court of Sindh at Karachi.

**B. OTHER BUSINESS**

To transact any other business that may be placed before the meeting with the permission of the Chair.

By the order of the Board  
**Irfan Lakhani**  
Company Secretary

Karachi: May 30th 2023

**NOTES:**

- The share transfer books of the Company shall remain closed from June 15, 2023 to June 23, 2023 (both days inclusive). Transfers received in order at the office of the Company's Share Registrar i.e. FAMCO Associates (Private) Limited, situated at 8-F, Near Hotel Faran, Nursery, Block-6, P.E.C.H.S., Shakra-e-Faisal, Karachi, before the close of business on June 14, 2023 will be treated in time for the purpose of entitlement of attending and voting at the EOGM.
- All members, whose names appear in the register of members of the Company as on June 14, 2023, are entitled to attend (in person or by Teams link facility), participate in and vote at the EOGM.
- A member of the Company entitled to attend and vote at the EOGM may appoint proxy to attend and vote instead of him / her. A proxy need not be a member of the company. Proxies in order to be effective must be received at the registered office of the Company not later than 48 hours before the time for holding the EOGM. Copies of the instrument may be obtained from the registered office of the Company during normal office hours. Furthermore, the proxy form can also be downloaded from the Company's website: [www.archroma.com.pk](http://www.archroma.com.pk)
- Members whose shares are deposited with Central Depository Company (CDC) are requested to bring their Original National Identity Card and account number in CDC for verification.
- In the light of relevant guidelines issued by the Securities and Exchange Commission of Pakistan (SECP) from time to time, including vide letter No. SMD/SE/2(20)/2021/117 date December 15, 2021, members are encouraged to participate in the EOGM through electronic facility organized by the Company.

In order to attend the EOGM through electronic means the members are hereby requested to get themselves registered by sending their particulars at the designated email address [mohsin.ali@archroma.com](mailto:mohsin.ali@archroma.com), giving particulars as per below table not later than 48 hours by providing the following details:

Name of Shareholder / Proxy Holder	CNIC No. / NTN No.	Folio No. / CDC Account No.	*Mobile No.	*Email Address

\*Shareholders are requested to provide their active mobile numbers and email address to ensure timely communication.

The login facility will be opened thirty minutes before the meeting time to enable the participants to join the meeting after identification process. Registered members / proxies will be able to login and participate in the EOGM proceedings through their devices after completing all the formalities required for the identification and verification of the shareholders.

- Persons are also required to attach a copy of their CNIC and where applicable, a copy(ies) of the CNIC of the member(s) of whom he / she / they hold proxy(ies) while sending the information with reference to Note 5 above. Without the copy of the CNIC, such person(s) shall not be registered for the Teams-link facility.
- If a member appoints more than one proxy and more than one instrument of proxy is deposited by a member, all such instruments of proxy shall be rendered invalid.
- In case of a corporate entity, the Board of Directors' resolution / power of attorney with specimen signatures of the nominee shall be produced (unless it has been provided earlier) at the time of the meeting. If proxies are granted by such corporate shareholders, the same must be accompanied with the Board of Directors' resolution / power of attorney with specimen signatures.
- As per Section 72 of the Companies Act, 2017 (Act), every existing listed 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 the SECP, within a period not exceeding four years from the commencement of the Act i.e. May 30, 2017. Further, SECP vide its letter dated March 26, 2021 has advised companies to comply with Section 72 of the Act and encourage shareholders to convert their shares in book entry form. In light of above, members having physical shareholding are requested to open a CDC sub-account with any of the brokers or an Investor Account directly with the CDC to place their physical shares into scrip less form.
- Members holding shares in physical form are requested to notify any change in their addresses immediately to the Share Registrar of the Company. Members having shares in their CDC accounts are required to have their addresses updated with their respective participants.
- The Company shall provide video conference facility to its members for attending the EOGM at places other than the town in which the EOGM is taking place, provided that if members, collectively holding 10% (ten percent) or more shareholding residing at a geographical location, provide their consent to participate in the meeting through video conference at least 7 days prior to date of the EOGM, the Company shall arrange video conference facility in that city, subject to availability of such facility in that city. In this regard, please fill the following form and submit the same to the registered address of the Company 7 days before holding of the EOGM. The Company will, if such facility is available, intimate members regarding venue of video conference facility at least 5 days before the date of EOGM along with complete information necessary to enable them to access such facility. "I/We, \_\_\_\_\_ of \_\_\_\_\_ being a member of Archroma Pakistan Limited, holder of \_\_\_\_\_ ordinary shares as per registered folio # \_\_\_\_\_ hereby opt for video conference facility at \_\_\_\_\_ Signature of Member"
- Copies of, inter alia, the Scheme of Arrangement dated April 27, 2023, Swap Letter dated April 27, 2023 issued by EY Ford Rhodes, the special purpose financial statements of the Company specially audited for the three month period ended December 31, 2022, and any other information relevant to the special business in respect of the Company shall be available upon request, and for inspection, by any person entitled to attend the EOGM from the registered office of the Company, located at 1-A/1, Sector-20, Korangi Industrial Area, Korangi, Karachi, free of cost during normal office hours, from the date of this notice till the conclusion of the EOGM. Such information shall also be placed for inspection of members of the Company during the EOGM. The aforementioned documents have been circulated to the members with the notice of the EOGM.
- It is hereby notified that pursuant to the Companies (Postal Ballot) Regulations, 2018 and its amendments notified vide SRO 2192(1)/2022 dated December 5, 2022, members will be allowed to exercise their right to vote for the special business in the EOGM, in accordance with the condition mentioned in the aforesaid regulations. The Company shall provide its members with the following options for voting:
  - E-Voting Procedure
    - Details of the e-voting facility will be shared through an e-mail with those members of the Company who have their valid CNIC numbers, cell numbers, and e-mail addresses available in the register of members of the Company within due course.
    - The web address, login details, will be communicated to members via email. The security codes will be communicated to members through SMS from web portal of FAMCO Associates (Private) Limited, Share Registrar (being the e-voting service provider).
    - Identity of the members intending to cast vote through e-voting shall be authenticated through electronic signature or authentication for login.
    - E-Voting lines will start from June 19, 2023, 09:00 a.m. and shall close on June 22, 2023 at 5:00 p.m. Members can cast their votes any time in this period. Once the vote on a resolution is cast by a member, he / she shall not be allowed to change it subsequently.
  - Postal Ballot
    - The members shall ensure that duly filled and signed ballot paper along with copy of Computerized National Identity Card (CNIC) should reach the Chairman of the meeting through post on the Company's Registered Office at 1-A/1, Sector 20, Korangi Industrial Area, Korangi, Karachi, or email at [mohsin.ali@archroma.com](mailto:mohsin.ali@archroma.com) one day before the EOGM i.e. on June 22, 2023, during working hours. The signature on the ballot paper shall match with the signature on CNIC.
- The notice of the EOGM along with the statements, the Scheme of Arrangement and the latest annual and special purpose Audited Financial Statements have also been placed on the website of the Company.

**Statement under Section 134(3) of the Companies Act, 2017 concerning the Special Business**

The statement pertaining to the material facts of the special business to be transacted at the EOGM, including the nature and interests of the directors of the company with respect to the Scheme of Arrangement, along with other ancillary information, may be obtained upon request by any person entitled to attend the EOGM from the registered office of the Company, situated at 1-A/1, Sector 20, Korangi Industrial Area, Korangi, Karachi, free of cost during normal office hours.

The aforesaid statement has been sent along with the notices of the EOGM to the members.

**Statement under Section 281(1)(a) of the Companies Act, 2017 concerning the Special Business**

The statement under section 281(1)(a) of the Companies Act, 2017 setting forth the terms of the Scheme of Arrangement and explanation of its effects, including the interests of the directors of the Company, and the effect of those interests along with other ancillary information may be obtained upon request by any person entitled to attend the EOGM from the registered office of the Company, free of cost during normal office hours.

The aforesaid statement has been sent along with the notices of the EOGM to the members of the Company.

**LDA issues notices to 125 commercial properties**

**RECORDER REPORT**  
**LAHORE:** In an operation against illegal constructions and encroachments on parking spaces on model roads, the Lahore Development Authority (LDA) issued notices to more than 125 commercial properties, offices and schools on Multan Road, Allama Iqbal Town, Main Boulevard Allama Iqbal Town.

As per the details shared by the LDA on Wednesday, on the direction of LDA Director General and Commissioner Lahore Muhammad Ali Randhawa, the operation was launched and was in progress.

The notices were issued to these properties for violating the parking rules by encroaching parking space. The owners and management of these properties have asked to follow the rules otherwise action would be taken in case of non-compliance.

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**A. SPECIAL BUSINESS**

Pursuant to the Order, to consider and, if thought fit, to pass, with or without modification, the following resolution for, inter alia, the merger, by way of amalgamation, of the entire undertaking of Huntsman Textile Effects Pakistan (Private) Limited with and into the Company, along with all ancillary matters thereto, in accordance with the Scheme of Arrangement dated April 27, 2023, as approved by the Board of Directors of the Company on April 27, 2023.

The proposed resolution to be passed by the requisite majority under Sections 279 and 282 of the Companies Act, 2017 is as under:

"RESOLVED THAT the Scheme of Arrangement dated April 27, 2023, for, inter alia, the merger, by way of amalgamation, of the entire undertaking of Huntsman Textile Effects Pakistan (Private) Limited with and into Archroma Pakistan Limited, along with all ancillary matters thereto, placed before the meeting for consideration and approval, be and is hereby approved and adopted, along with any modifications / amendments required, or conditions imposed by the High Court of Sindh at Karachi, subject to sanction by the High Court of Sindh at Karachi, in terms of the provisions of the Companies Act, 2017."

The Scheme of Arrangement will be subject to the subsequent sanction of the High Court of Sindh at Karachi.

**B. OTHER BUSINESS**

To transact any other business that may be placed before the meeting with the permission of the Chair.

By the order of the Board  
**Irfan Lakhani**  
Company Secretary

Karachi: May 30th 2023

**NOTES:**

- The share transfer books of the Company shall remain closed from June 15, 2023 to June 23, 2023 (both days inclusive). Transfers received in order at the office of the Company's Share Registrar i.e. FAMCO Associates (Private) Limited, situated at 8-F, Near Hotel Faran, Nursery, Block-6, P.E.C.H.S., Shakra-e-Faisal, Karachi, before the close of business on June 14, 2023 will be treated in time for the purpose of entitlement of attending and voting at the EOGM.
- All members, whose names appear in the register of members of the Company as on June 14, 2023, are entitled to attend (in person or by Teams link facility), participate in and vote at the EOGM.
- A member of the Company entitled to attend and vote at the EOGM may appoint proxy to attend and vote instead of him / her. A proxy need not be a member of the company. Proxies in order to be effective must be received at the registered office of the Company not later than 48 hours before the time for holding the EOGM. Copies of the instrument may be obtained from the registered office of the Company during normal office hours. Furthermore, the proxy form can also be downloaded from the Company's website: [www.archroma.com.pk](http://www.archroma.com.pk)
- Members whose shares are deposited with Central Depository Company (CDC) are requested to bring their Original National Identity Card and account number in CDC for verification.
- In the light of relevant guidelines issued by the Securities and Exchange Commission of Pakistan (SECP) from time to time, including vide letter No. SMD/SE/2(20)/2021/117 date December 15, 2021, members are encouraged to participate in the EOGM through electronic facility organized by the Company.

In order to attend the EOGM through electronic means the members are hereby requested to get themselves registered by sending their particulars at the designated email address [mohsin.ali@archroma.com](mailto:mohsin.ali@archroma.com), giving particulars as per below table not later than 48 hours by providing the following details:

Name of Shareholder / Proxy Holder	CNIC No. / NTN No.	Folio No. / CDC Account No.	*Mobile No.	*Email Address

\*Shareholders are requested to provide their active mobile numbers and email address to ensure timely communication.

The login facility will be opened thirty minutes before the meeting time to enable the participants to join the meeting after identification process. Registered members / proxies will be able to login and participate in the EOGM proceedings through their devices after completing all the formalities required for the identification and verification of the shareholders.

- Persons are also required to attach a copy of their CNIC and where applicable, a copy(ies) of the CNIC of the member(s) of whom he / she / they hold proxy(ies) while sending the information with reference to Note 5 above. Without the copy of the CNIC, such person(s) shall not be registered for the Teams-link facility.
- If a member appoints more than one proxy and more than one instrument of proxy is deposited by a member, all such instruments of proxy shall be rendered invalid.
- In case of a corporate entity, the Board of Directors' resolution / power of attorney with specimen signatures of the nominee shall be produced (unless it has been provided earlier) at the time of the meeting. If proxies are granted by such corporate shareholders, the same must be accompanied with the Board of Directors' resolution / power of attorney with specimen signatures.
- As per Section 72 of the Companies Act, 2017 (Act), every existing listed 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 the SECP, within a period not exceeding four years from the commencement of the Act i.e. May 30, 2017. Further, SECP vide its letter dated March 26, 2021 has advised companies to comply with Section 72 of the Act and encourage shareholders to convert their shares in book entry form. In light of above, members having physical shareholding are requested to open a CDC sub-account with any of the brokers or an Investor Account directly with the CDC to place their physical shares into scrip less form.
- Members holding shares in physical form are requested to notify any change in their addresses immediately to the Share Registrar of the Company. Members having shares in their CDC accounts are required to have their addresses updated with their respective participants.
- The Company shall provide video conference facility to its members for attending the EOGM at places other than the town in which the EOGM is taking place, provided that if members, collectively holding 10% (ten percent) or more shareholding residing at a geographical location, provide their consent to participate in the meeting through video conference at least 7 days prior to date of the EOGM, the Company shall arrange video conference facility in that city, subject to availability of such facility in that city. In this regard, please fill the following form and submit the same to the registered address of the Company 7 days before holding of the EOGM. The Company will, if such facility is available, intimate members regarding venue of video conference facility at least 5 days before the date of EOGM along with complete information necessary to enable them to access such facility. "I/We, \_\_\_\_\_ of \_\_\_\_\_ being a member of Archroma Pakistan Limited, holder of \_\_\_\_\_ ordinary shares as per registered folio # \_\_\_\_\_ hereby opt for video conference facility at \_\_\_\_\_ Signature of Member"
- Copies of, inter alia, the Scheme of Arrangement dated April 27, 2023, Swap Letter dated April 27, 2023 issued by EY Ford Rhodes, the special purpose financial statements of the Company specially audited for the three month period ended December 31, 2022, and any other information relevant to the special business in respect of the Company shall be available upon request, and for inspection, by any person entitled to attend the EOGM from the registered office of the Company, located at 1-A/1, Sector-20, Korangi Industrial Area, Korangi, Karachi, free of cost during normal office hours, from the date of this notice till the conclusion of the EOGM. Such information shall also be placed for inspection of members of the Company during the EOGM. The aforementioned documents have been circulated to the members with the notice of the EOGM.
- It is hereby notified that pursuant to the Companies (Postal Ballot) Regulations, 2018 and its amendments notified vide SRO 2192(1)/2022 dated December 5, 2022, members will be allowed to exercise their right to vote for the special business in the EOGM, in accordance with the condition mentioned in the aforesaid regulations. The Company shall provide its members with the following options for voting:
  - E-Voting Procedure
    - Details of the e-voting facility will be shared through an e-mail with those members of the Company who have their valid CNIC numbers, cell numbers, and e-mail addresses available in the register of members of the Company within due course.
    - The web address, login details, will be communicated to members via email. The security codes will be communicated to members through SMS from web portal of FAMCO Associates (Private) Limited, Share Registrar (being the e-voting service provider).
    - Identity of the members intending to cast vote through e-voting shall be authenticated through electronic signature or authentication for login.
    - E-Voting lines will start from June 19, 2023, 09:00 a.m. and shall close on June 22, 2023 at 5:00 p.m. Members can cast their votes any time in this period. Once the vote on a resolution is cast by a member, he / she shall not be allowed to change it subsequently.
  - Postal Ballot
    - The members shall ensure that duly filled and signed ballot paper along with copy of Computerized National Identity Card (CNIC) should reach the Chairman of the meeting through post on the Company's Registered Office at 1-A/1, Sector 20, Korangi Industrial Area, Korangi, Karachi, or email at [mohsin.ali@archroma.com](mailto:mohsin.ali@archroma.com) one day before the EOGM i.e. on June 22, 2023, during working hours. The signature on the ballot paper shall match with the signature on CNIC.
- The notice of the EOGM along with the statements, the Scheme of Arrangement and the latest annual and special purpose Audited Financial Statements have also been placed on the website of the Company.

**Statement under Section 134(3) of the Companies Act, 2017 concerning the Special Business**

The statement pertaining to the material facts of the special business to be transacted at the EOGM, including the nature and interests of the directors of the company with respect to the Scheme of Arrangement, along with other ancillary information, may be obtained upon request by any person entitled to attend the EOGM from the registered office of the Company, situated at 1-A/1, Sector 20, Korangi Industrial Area, Korangi, Karachi, free of cost during normal office hours.

The aforesaid statement has been sent along with the notices of the EOGM to the members.

**Statement under Section 281(1)(a) of the Companies Act, 2017 concerning the Special Business**

The statement under section 281(1)(a) of the Companies Act, 2017 setting forth the terms of the Scheme of Arrangement and explanation of its effects, including the interests of the directors of the Company, and the effect of those interests along with other ancillary information may be obtained upon request by any person entitled to attend the EOGM from the registered office of the Company, free of cost during normal office hours.

The aforesaid statement has been sent along with the notices of the EOGM to the members of the Company.