

NOTICE OF 23rd ANNUAL GENERAL MEETING

FOR THE YEAR ENDED JUNE 30, 2016

Notice is hereby given that the 23rd Annual General Meeting of Nimir Industrial Chemicals Limited (the "Company") shall be held on Monday, October 31, 2016 at 11:00 a.m. at Qaser-e-Sultan, Lahore – Faisalabad By-pass, near Housing colony, Sheikhpura to transact the following business:

ORDINARY BUSINESS:

1. To confirm the minutes of the last Extra-Ordinary General Meeting (EOGM) of the Company held on Tuesday, December 29, 2015.
2. To receive, consider and adopt the audited accounts of the Company for the year ended June 30, 2016 together with the reports of the Directors' and Auditors' thereon.
3. To appoint Auditors for the year ended June 30, 2017 and fix their remuneration. The retiring auditors M/s Ernst & Young Ford Rhodes Sidat Hyder – Chartered Accountants have offered themselves for re-appointment.

SPECIAL BUSINESS:

4. To consider and approve the remuneration of Chief Executive Officer and Executive Directors.

OTHER BUSINESS:

5. To transact any other business with the permission of the chair.

By Order of the Board

Lahore
October 8, 2016

Muhammad Inam-ur-Rahim
(Company Secretary)

Notes:

- i. The share transfer books of the Company shall remain closed from October 25, 2016 to October 31, 2016 (both days inclusive). Transfers received in order at the office of the Company's shares registrar at the close of business on Monday, October 24, 2016 will be treated in time for purpose of determine the entitlements attend and vote at the AGM.
- ii. A member eligible to attend and vote at this meeting is entitled to appoint another member as his/her proxy to attend and vote instead of him/her. A proxy must be a member of the Company and shall produce his/her original Computerized National Identity Card (CNIC) or passport at the time of meeting. Proxies in order to be effective must be received at the registered office of the Company not later than forty eight (48) hours before the time of holding the meeting.
- iii. The corporate shareholders shall nominate someone to represent them at the AGM. The nominations, in order to be effective must be received by the Company not later than forty eight (48) hours before time of holding the meeting.
- iv. Any individual beneficial owner of Central Depository Company of Pakistan Limited (CDC), entitled to attend and vote at this meeting, must bring his/her original CNIC or passport, Account and participants' I.D numbers to prove his/her

identity, and in case of proxy must enclose an attested copy of his / her CNIC or passport. Representatives of corporate members should bring the, Board resolution/power of attorney with specimen signature (unless it had been provided earlier) along with the proxy form to the Company.

- v. All shareholders who had not yet submitted the valid copies of CNIC and NTN Certificate(s) are requested to send the copies of the same to the Shares Registrar. Shareholders of the Company who holds shares in scrip-less form on CDC are requested to submit/send valid copies of CNIC and NTN Certificate(s) directly to their CDC participant (brokers)/ CDC Investor Account Services.
- vi. Shareholders are requested to immediately notify change in address, if any, to the Company's Share Registrar, at the following address :

M/s Corplink (Pvt.) Limited
Wings Arcade, 1-K (Commercial), Model Town, Lahore.
Tel : 042 35916714, 35916719, 35839182. Fax : 042 35869037
www.corplink.com.pk

Submission Of CNIC - (Mandatory)

With reference to the notification of Securities and Exchange Commission of Pakistan (SECP), SRO 779(I)/2011, dated August 18, 2011, the Members/Shareholders who have not yet submitted photocopy of their valid Computerized National Identity Card (CNIC) to the Company are required to send the same at the earliest directly of the Company's Share Registrar, M/s Corplink (Pvt.) Limited.

Kindly comply with the request, as the CNIC number would be printed on all future dividend warrants. In case of non-receipt of the copy of valid CNIC and non-compliance of the above mentioned SRO of SECP, the Company may be constrained to withhold dispatch of dividend warrant in the future.

The statement of material facts under section 160 (1) (b) of the Companies Ordinance, 1984 concerning the special business contained in item No. 4 of the Notice of Annual General Meeting.

ITEM No. 4

- i. To consider and approve the increase in the annual remuneration of Chief Executive Officer of the Company to Rs. 11.40 million per annum as approved by the Board exclusive of existing perquisites, bonus, Company maintained cars, genset, club membership, reimbursement of actual medical expenses, travelling, entertainment and other incidentals relating to his office in accordance with the Company policy.
- ii. To consider and approve the increase in the annual remuneration of each executive Director of the Company to Rs. 8.64 million per annum as approved by the board in addition to the existing perquisites, bonus, Company maintained cars, genset, club membership, reimbursement of actual medical expenses, travelling, entertainment and other incidentals relating to his office in accordance with the Company policy.