

Our reference: 8327-NICL-KSE-09-2013

September 24, 2013

The Managing Director
Karachi Stock Exchange Limited,
Karachi Stock Exchange Building,
Karachi Stock Exchange Road.,
KARACHI.

Ph: 021 111 001 122

Subject: Notice of Annual General Meeting for the period ended June 30, 2013

Dear Sir,

We enclosed herewith the notice of Annual General Meeting (AGM) of the Nimir Industrial Chemicals Limited, to be published in the following newspapers in Karachi and Lahore on 9th October, 2013 as required under listing regulation:

1. Daily Business Recorder.
2. Daily Nawa-e-Waqt.

Thanks & Regards,

Yours faithfully,

For **Nimir Industrial Chemicals Ltd.**

Muhammad Inam-ur-Rahim
Company Secretary

Encl: Notice of AGM

Notice of Annual General Meeting

Notice is hereby given that 20th Annual General Meeting of Nimir Industrial Chemicals Limited (the "Company") shall be held on Tuesday, 29th October, 2013 at 12:00 noon at Qasr-e-Sultan, Lahore-Faisalabad Bye pass, Near Housing Colony, Sheikhpura to transact the following business:

ORDINARY BUSINESS:

1. To confirm the minutes of the last Extra-Ordinary General Meeting of the Company held on 29th December, 2012.
2. To receive, consider and adopt the audited accounts of the Company for the year ended 30th June, 2013 together with the Directors' and Auditors' reports thereon.
3. To appoint Auditors for the year ended 30th June, 2014 and fix their remuneration. The retiring auditors M/s Ernst & Young Ford Rhodes Sidat Hyder—Chartered Accounts have offered themselves for re-appointment.
4. To consider and approve the remuneration of Chief Executive and working Directors.

SPECIAL BUSINESS:

5. To consider and approve the following resolution as special resolution, with or without modifications, to increase the face value of shares of the Company by reducing the number of shares to half under section 92(1) of the Companies Ordinance, 1984 and to amend the Memorandum and Articles of Association of the Company and ancillary matters:
 - i) **Resolved that** "that the face value of shares of the Company be and is hereby increased from Rupees Five (Rs.5/-) each to Rupees Ten (Rs. 10/-) each, by way of reducing the number of shares to half."
 - ii) **Further resolved that** "shares arising from consolidation of fractional shares be allocated/ transferred by the Company to the Secretary of the Company, who will hold them in trust for the beneficial interest of fractional shareholders, and will sell these fractional shares in the open market and pay the proceeds to the beneficiary shareholders on a pro rata basis of their shareholding.";

- iii) **Further resolved that** “any proceeds of sale of above shares not claimed within a period of one year will be paid by the Company Secretary to any registered charitable organization.”
- iv) **Further resolved that** “the figure and words 290,000,000 (Two hundred ninety million) ordinary shares of Rs. 5/= (Rupees five only) each, appearing in Clause V of the Memorandum and Article 4 of the Articles of Association of the Company be and hereby substituted with 145,000,000 (One hundred forty five million) ordinary share of Rs. 10/= (Rupees ten only) each, in accordance with requirement under the Companies Ordinance, 1984.”; and
- v) **Further resolved that** “the Chief Executive and/or Company Secretary shall be singly authorized do all acts, deeds and things and take all necessary steps to complete all legal formalities, to file all necessary documents and to appear before all relevant authorities, including the Court, the Securities and Exchange Commission of Pakistan and/or any other competent body and/or authority to give effect to the foregoing resolutions. The Board of Directors shall have the powers to consent on behalf of all concerned to any modifications or additions proposed by SECP or any other government authority to the subject resolution(s) or to any conditions, as may think fit to impose.”

OTHER BUSINESS:

- 6. To transact any other business with the permission of the Chair.

By Order of the Board

Muhammad Inam-ur-Rahim
(Company Secretary)

Sheikhupura
September 4, 2013

Notes:

- i. The share transfer books of the Company shall remain closed from 22nd October, 2013 to 29th October, 2013 (both days inclusive).

- 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. 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 Annual General Meeting. 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 CDC, entitled to attend and vote at this meeting, must bring his / her original National Identity Card (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, will bring Board resolution/power of attorney with specimen signature shall be submitted (unless it had been provided earlier) along with the proxy form to the Company.
- v. Shareholders are requested to immediately notify change in address, if any, to the Company's share registrar, M/s Corplink (Pvt.) Limited, Wings Arcade, 1-K (Commercial), Model Town, Lahore.

Statement of Material Facts under section 160 (1) (b) of the Companies Ordinance, 1984 concerning the special business contained in item no. 5 is as follows:

“The increase in the face value of share from Rs. 5/- (Five) each to Rs. 10/- (Ten) per share is recommended by the board of directors to bring the face value at par with the general market . There are only few companies on the stock exchange have face value less than Rs. 10/- (Ten). Hence the Board of Directors has reviewed this situation and recommended the increase in the face value by reducing number of shares.”