

NOTICE OF ANNUAL GENERAL MEETING FOR THE YEAR ENDED JUNE 30, 2015

Notice is hereby given that the 22nd Annual General Meeting of Nimir Industrial Chemicals Limited (the "Company") shall be held on Friday, October 30, 2015 at 11:00 a.m. at Qasr-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 Annual General Meeting (AGM) of the Company held on October 30, 2014.
2. To receive, consider and adopt the audited accounts of the Company for the year ended June 30, 2015 together with the reports of the Directors' and Auditors' thereon.
3. To approve the final cash dividend of Rs. 1/- (Rupee One Only) per share i.e. 10% for the year ended June 30, 2015 already approved by the Board of Directors.
4. To appoint Auditors for the year ended June 30, 2016 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 :

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

OTHER BUSINESS:

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

By Order of the Board

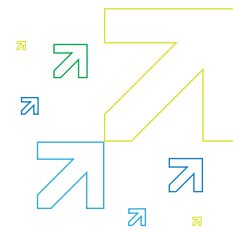
**Sheikhpura
September 12, 2015**

**Muhammad Inam-ur-Rahim
(Company Secretary)**

Notes:

- i. The share transfer books of the Company shall remain closed from October 23, 2015 to October 30, 2015 (both days inclusive). Transfers received in order at the office of the Company's shares registrar at the close of business on October 22, 2015 will be treated in time for purpose of entitlement of final cash dividend @ Rs. 1/- (Rupee One Only) per share i.e. 10% and 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.

Deduction Of Withholding Tax On The Amount Of Dividend - (Mandatory)

The Government of Pakistan through Finance Act, 2015 has made certain amendments in the section 150 of the Income Tax Ordinance, 2001 whereby different dates are prescribed for deduction of withholding tax on the amount of dividend paid by the Companies. Tax rates are as under:

- i) For filers of income tax returns : 12.5%
- ii) For Non-filers of income tax returns : 17.5%

To enable of the Company to make tax deduction on the amount of the cash dividend @ 12.5% instead of 17.5%, all the shareholders whose names are not entered into the Active Tax-payers List (ATL) provided on the website of FBR, despite the fact that they are filers, are advised to make sure that their names are entered into ATL otherwise tax on their cash dividend will be deducted @ 17.5% instead of 12.5%.

For shareholders holding their shares jointly, as per the clarification issued by the Federal Board of Revenue, with-holding tax will be determined separately on 'Filer/Non-Filer' status of Principle shareholder as well as joint-holder(s) based on their shareholding proportions. Therefore, all shareholders who hold shares jointly are required to provide shareholding proportions of Principle

shareholder and joint-holder(s) in respect of shares held by them to our share registrar, in writing as follows:

Company Name	Folion/CDC Account #	Total Shares	Principal Shareholder		Joint Shareholder	
			Name and CNIC #	Shareholding Proportion (No. of Shares)	Name and CNIC #	Shareholding Proportion (No. of Shares)

Payment Of Dividend Electronically (E-Mandate) – (Optional)

The SECP through its Circular No. 8(4) SM/CDC 2008 of April 5, 2013, has announced an e-dividend mechanism where shareholders can get their dividend credited directly into their respective bank accounts electronically by authorizing the Company to electronically credit their dividend to their accounts. Accordingly, all non CDC shareholders are requested to send their bank account details to the Company's Share Registrar - M/s Corplink (Pvt.) Limited. Shareholders who hold shares with CDC or Participants / Stock Brokers, are advised to provide the mandate to CDC or their Participants / Stock Brokers.

Consent For Dividend Bank Mandate:

Name of Member / Shareholder	
Folio / CDC Account Number	
Shareholder's CNIC Number	
Title of Bank Account	
Bank Account Number	
Bank's Names	
Branch Name & Address	
Member's Telephone & Cell Number	
Member's Signature	

The statement of material facts under section 160 (1) (b) of the Companies Ordinance, 1984 concerning the special business contained in item No. 5 of the Notice of Annual General Meeting.

ITEM No. 5

- i. To consider and approve the increase in the annual remuneration of Chief Executive Officer of the Company to Rs. 9.6 million per annum exclusive of perquisites, bonus, company maintained cars, genset, reimbursement of actual medical expenses, travelling, entertainment and other incidentals relating to their 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. 7.2 million per annum exclusive of perquisites, bonus, company maintained cars, genset, reimbursement of actual medical expenses, travelling, entertainment and other incidentals relating to their office in accordance with the company policy.