



**NOTICE
OF
EXTRA ORDINARY GENERAL
MEETING
OF
NIMIR INDUSTRIAL CHEMICALS LTD.**

14.8 K.M. Sheikhpura-Faisalabad Road,
Bhikhi, Dist. Sheikhpura, Pakistan.
Tel: +92 56 3883001-7, +92 42 35926090-3



COURIER/REGISTERED



If undelivered please return to:

Nimir Industrial Chemicals Limited

Shares Registrar:

Corplink (Pvt.) Limited

Wings Arcade, 1-K, Commercial, Model Town, Lahore.

Ph: 92-42-35916714, 35916719, 35839182 Fax: 92-42-35869037

DISCOUNTED ARTICLE

RL Number _____

Notice of Extra-Ordinary General Meeting

Notice is hereby given that an Extra-Ordinary General Meeting (EOGM) of Nimir Industrial Chemicals Limited (the "Company") will be held on Saturday, December 29, 2018 at 11:00 a.m., at Sultan Grand Hotel & Restaurant, Lahore – Faisalabad By-pass, near Housing Colony, Sheikhpura to transact the following business:

ORDINARY BUSINESS:

- "To elect Seven (07) Directors of the Company as fixed by the Board of Directors of the Company under Section 159 of the Companies Act, 2017 for the term of three (03) years commencing from December 31, 2018. The following are the names of retiring Directors who shall be eligible for the re-election:

- | | |
|--------------------------|-----------------------|
| 1) Mr. Abdul Jalil Jamil | 5) Mr. Aamir Jamil |
| 2) Mr. M. Saeed-uz-Zaman | 6) Mr. Imran Afzal |
| 3) Mr. M. Yahya Khan | 7) Mr. Saqib Raza |
| 4) Mr. Javed Saleem Arif | 8) Sheikh Amar Hameed |

By Order of the Board

Sheikhpura
December 08, 2018

Muhammad Inam-ur-Rahim
(Company Secretary)

Statement of material facts under Section 166 (3) of the Companies Act, 2017 in respect of the election of directors is annexed.

Notes:

1. The share transfer books of the Company shall remain closed from December 17, 2018 to December 28, 2018 (both days inclusive). Transfers received in order at the office of the Company's shares registrar at the close of business on Saturday, December 15, 2018 will be treated in time for purpose of determine the entitlements to attend and vote at the EOGM.
2. 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.
3. If a member appoints more than one proxy and more than one instruments of proxy are deposited by a member with the Company, all such instruments of proxy shall be rendered invalid.
4. 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.

5. The corporate shareholders shall nominate someone to represent them at the EOGM. 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. 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.
6. All 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. Physical 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 Company's Shares Registrar.
7. All CDC Shareholders are requested to immediately notify change in address, if any directly to their CDC participant (brokers)/CDC Investor Account Services. Physical 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

8. **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**.

Shareholders are requested to promptly notify any change of address to the Company's Share Register (for Physical shares) or to their respective participant / broker (for CDS shares) as the case may be.
9. **Video Conference Facility**
Pursuant to the provisions of the Section 132(2) of Companies Act, 2017 the shareholders residing in other cities and holding at least 10% of the total paid up capital may demand the Company to provide the facility of video link for participation in the meeting. The demand for video-link facility shall be received at Shares Registrar address given hereinabove at least (ten) 10 days prior to the date of EOGM.
10. **Voting Through Postal Ballot**
In accordance with the Companies (Postal Ballot) Regulations, 2018, the members may exercise their right of vote through postal ballot. Ballot paper is being sent along with the copy of this notice and has been placed on Company's website: www.nimir.com.pk
11. **Placement of EOGM Notice on the website**
The notice of EOGM has been placed on Company's website: www.nimir.com.pk

This explanatory statement sets out the material facts pertaining to the businesses to be transacted at the Extra-Ordinary General Meeting of the Company to be held on Saturday, December 29, 2018.

Election of Directors:

The term of office of the present Directors of the Company will expire on December 31, 2018. In terms of Section 159 (1) of the Companies Act, 2017 (the "Act"), the directors have fixed the number of elected directors at seven (7) to be elected in the EOGM for the next term of three years.

The present Directors are interested to the extent that they are eligible for re-election as Directors of the Company.

Any person who seeks to contest the election to the office of directors shall, whether he is a retiring director or otherwise, file with the Company at its registered office the following documents and information, not later than 14 days before the date of EOGM:

- a) His/her Folio No./CDC Investors Account No./CDC Participant No./Sub-Account No.;
- b) Notice of his/her intention to offer himself/herself for the election of directors in terms of Section 159(3) of the Companies Act, 2017;
- c) Consent to act as director on Form 28 under the Companies Act, 2017;
- d) A detailed profile along with his/her office address as required under SECP's SRO 634(1)/2014 dated July 10, 2014;
- e) An attested copy of valid Computerized National Identity Card (CNIC) / Passport and National Tax Number;
- f) A Declaration under Clause 3 of the Listed Companies (Code of Corporate Governance) Regulations, 2017 ("Regulations") issued by the Securities and Exchange Commission of Pakistan ("SECP");
- g) Declaration by Independent Director under Clause 6(2) of the Regulations;
- h) Declaration that he/she is not ineligible to become a director in terms of Section 153 of the Act or any other applicable provisions of the Act, Rules, Regulations, Circular or directive issued by the SECP, in this regard.

Election of a foreign director shall be further subject to security clearance by the Ministry of Interior and the SECP for which a draft undertaking would be required which may be collected from the registered office of the company during business hours.

Independent directors will be elected through the process of election of directors in terms of Section 159 of the Act and they shall meet the criteria laid down under Section 166 (2) of the Act. Mr. Javed Saleem Arif and Miss. Perveen Akhter Malik have been proposed as independent directors on the basis of their experience and they meet the laid down criteria.

The candidates for election are requested to read the relevant provisions of the Act, the Listed Companies (Code of Corporate Governance) Regulations, 2017 and ensure compliance with the requirements in letter and spirit.

POSTAL BALLOT - FORM



Name of Shareholder/Joint Shareholders	
Registered Address	
Folio No. and Number of shares held	
CNIC / Passport Number (Copy to be attached)	
Additional information and enclosures (In case of representative of body corporate, corporation and Federal Government.)	

I / we hereby exercise my/our vote in respect of the following resolutions/elections through postal ballot as follows:

To elect seven (7) directors of the Company, as fixed by the Board of Directors in accordance with the provisions of the Section 159(1) of the Companies Act, 2017 for the period of three (3) years commencing from the December 31, 2018.

S. No.	Name of Directors	No. of Ordinary shares, used for voting in favour of the directors	Number of Votes (number of voting shares X number of directors to be elected)
1			
2			
3			
4			
5			
6			
7			
8			
9			
10			
11			
12			
13			
14			
Total			

Date: _____

Signature of Shareholder(s)

Place: _____

Notes/Procedure for submission for Ballot Paper:

1. Dully filled postal ballot should be sent to the chairman of the meeting, Nimir Industrial Chemicals Limited (the "Company") at registered office 14.8 K.M. Sheikhpura – Faisalabad Road, Bhikhi, District Sheikhpura.
2. Copy of CNIC/Passport (in case of foreign nationals) should be enclosed with the postal ballot.
3. Postal ballot form should reach to the chairman of the meeting on or before December 26, 2018 during working hours. Any postal ballot received after this date, will not be considered for voting.
4. Signature on the postal ballot should match with the signature on CNIC/Passport (in case of foreign nationals).
5. Incomplete, unsigned, incorrect, defaced, torn, mutilated, over written ballot paper will be rejected.
6. In case of corporate body, corporation and Federal Government, postal ballot must be accompanied with the CNIC/Passport of authorized person, attested copy of Board Resolution, Power of Attorney, Authorization letter etc. in accordance with section 138 or 139 of the Companies Act, 2017 as applicable. In case of foreign corporate body etc. all documents must be attested from the counsel general of Pakistani having jurisdiction over the member.
7. A member may give all his/her votes to a single candidate or divide them between more than one of the candidates in such a manner as he/she may choose.
8. Ballot paper has also been placed at the website of the Company www.nimir.com.pk, members may download the ballot paper the Company's website.

FORM OF PROXY



EXTRA-ORDINARY GENERAL MEETING

The Company Secretary
Nimir Industrial Chemicals Limited
14.8 K.M. Sheikhpura - Faisalabad Road,
Bhikhi, Dist. Sheikhpura, Pakistan.

Folio /CDC A/C No. _____

No. of Shares Held _____

I / We of
..... being
member(s) of Nimir Industrial Chemicals Limited (the "Company") hereby appoint
Mr./Miss./Mrs. Folio No. of
..... as my/our proxy to attend and vote for me / us
..... on my / our behalf at the Extra-Ordinary General Meeting
(EOGM) of the Company held on Saturday, December 29, 2018 at 11:00 A.M. and / or at any
adjournment thereof or any ballot to be taken in consequence thereof.

Signed this day of 2018.



WITNESSES:

1. _____
Name : _____
CNIC : _____
Address: _____
Date: _____

2. _____

.....
Signature of Shareholder
(The signature should agree with the specimen registered with the Company)

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- 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. If a member appoints more than one proxy and more than one instruments of proxy are deposited by a member with the Company, all such instruments of proxy shall be rendered invalid.
- IV. The corporate shareholders shall nominate someone to represent them at the EOGM. 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. 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.
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