

# NOTICE OF 27<sup>th</sup> ANNUAL GENERAL MEETING

## FOR THE YEAR ENDED JUNE 30, 2020

Notice is hereby given that the 27th Annual General Meeting (“AGM”) of Nimir Industrial Chemicals Limited (the “Company”) will be held on Thursday, October 22, 2020 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 receive, consider and adopt the Audited Financial Statements (Standalone & Consolidate) of the Company for the year ended June 30, 2020 together with Chairman’s review, the reports of the Directors’, Statement of Compliance (CCG) and Independent Auditors’ reports thereon.
2. To approve the payment of final cash dividend of Rs. 1.5 per share (i.e. 15%) in addition to the interim dividend of Rs. 1.5 per share, in total Rs. 3.0 per share (i.e. 30%) cash dividend for the year ended June 30, 2020.
3. To appoint Auditors for the year ending June 30, 2021 and fix their remuneration. The members are hereby given the notice that the Audit Committee and the Board of Directors have recommended the re-appointment of retiring auditors M/s EY Ford Rhodes – Chartered Accountants as auditors of the Company.

**By Order of the Board**

**Sheikhpura**  
**October 1, 2020**

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

### Notes:

- I. Due to COVID-19 situation, the Government has suspended large public gatherings at one place. Additionally, Securities and Exchange Commission of Pakistan (SECP) in terms of its Circular No. 5 issued on March 17, 2020 and Pakistan Stock Exchange Limited (PSX) through its notice Ref. PSX/N-372 dated March 19, 2020 had advised companies to modify their usual planning for general meetings for the safety and well-being of shareholders and the public at large.

Considering the SECP’s directives, the Company intends to convene this AGM with minimal physical interaction of shareholders while ensuring compliance with the quorum requirements and requests the members to consolidate their attendance and voting at AGM through proxies.

Shareholders interested to participate in the AGM are requested to share below information at [contact@nimir.com.pk](mailto:contact@nimir.com.pk) for their appointment and proxy’s verification by or before 05:00 p.m. on October 16, 2020.

<b>Name of Shareholder</b>	<b>CNIC No.</b>	<b>Folio No. / CDC Account No.</b>	<b>Cell No.</b>	<b>Email Address</b>

Shareholders who will be registered, after necessary verification as per the above requirement, will be provided a password protected video link by the Company via email. The said link will be open from 09:50 am at the date of AGM till the end of the meeting. Shareholders can also provide their comments and questions for the agenda items of AGM at [contact@nimir.com.pk](mailto:contact@nimir.com.pk) by or before October 16, 2020 by 05:00 p.m.

- II. The share transfer books of the Company shall remain closed from October 16, 2020 to October 22, 2020 (both days inclusive). Transfers received in order at the office of the Company’s shares registrar at the close of business on Thursday, October 15, 2020 will be treated in time for the purpose of entitlements of final cash dividend attend and to attend and vote at the AGM.
- III. 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.

- IV. 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.
- V. 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.
- VI. All shareholders who have 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.
- VII. Shareholders desiring to claim exemption from Zakat deduction may file their Declaration before the closing date of the books i.e., October 16, 2020, duly attested by Oath Commissioner on Stamp paper to Company's Share Registrar, otherwise Company shall have to deduct Zakat according to the Zakat and Ushr Ordinance, 1980; and Shareholders are also 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, 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 dividends in the future.

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.

### **Deduction of withholding Income Tax / Zakat on the amount of Dividend**

Pursuant of the provisions of Finance Act, 2020 effective from July 1, 2020, the deduction of income tax from the dividend payments shall be made on the bases of filer and non-filers as follows:

<b>S. No.</b>	<b>Nature of shareholders</b>	<b>Rate of deduction</b>
1	Filers of Income Tax Return	15%
2	Non-Filers of Income Tax Return	30%

Shareholders seeking exemption from deduction of income tax or are eligible at a reduced rate are requested to submit a valid tax certificate or necessary documentary evidence as the case may be. Shareholders desiring non-deduction of Zakat are also requested to submit a valid declaration for non-deduction of Zakat.

The shareholders who have joint shareholdings held by filers or Non-filers shall be dealt separately. If the shares are not ascertainable then each account holder will be assumed to hold equal proportion of shares and deduction will be made accordingly.

### **Payment of Cash Dividend through Electronic Mode (IBAN format)**

In accordance with the Section 242 of the Companies Act, 2017 cash dividend can only be paid through electronic mode directly into the respective bank account designated by the entitled Shareholders. Shareholders are requested to provide their bank account details (IBAN format) to our share registrar (for Physical shares) or to their respective participant / broker (for CDS shares) as the case may be. The subject Form is available at Company's website i.e. [www.nimir.com.pk](http://www.nimir.com.pk). In case of unavailability of IBAN, the Company would be constrained to withhold dividend in accordance with the Companies (Distribution of Dividends) Regulations, 2017.

### **Availability of Audited Financial Statements on Company's Website**

In accordance to Section 223 and 237 of the Company Act, 2017, the audited financial statements of the Company for the year ended June 30, 2020 have been made available on the Company's website [www.nimir.com.pk/nicl/financial\\_reports.html](http://www.nimir.com.pk/nicl/financial_reports.html), in addition to annual and quarterly financial statements for the prior years.

### **Video Conference Facility**

Pursuant to the provisions of the 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 7 days prior to the date of AGM.

### **Deposit of Physical Shares in to CDC Account:**

As per Section 72 of the Companies Act, 2017 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 Commission, within a period not exceeding four years from the commencement of this Act, i.e., May 30, 2017. The Shareholders having physical shareholding are encouraged to open CDC sub - account with any of the brokers or Investor Account directly with CDC to place their physical shares into scrip less form, this will facilitate them in many ways, including safe custody and sale of shares, any time they want, as the trading of physical shares is not permitted as per existing regulations of the Pakistan Stock Exchange Limited.