

# Notice of 30<sup>th</sup> Annual General Meeting

FOR THE YEAR ENDED JUNE 30, 2023

Notice is hereby given that the 30th Annual General Meeting (“AGM”) of Nimir Industrial Chemicals Limited (the “Company”) will be held on Saturday, October 28, 2023 at 11:00 a.m., at Sultan Grand Hotel, 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, 2023 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. 2.0 per share (i.e. 20%) in addition to the interim dividend of Rs. Nil per share (i.e. Nil%), in total Rs. 2.0 per share (i.e. 20%) cash dividend for the year ended June 30, 2023.
3. To appoint Auditors for the year ending June 30, 2024 and fix their remuneration. The Audit Committee and the Board of Directors have recommended the appointment of M/s BDO Ebrahim & Co. – Chartered Accountants as external auditors of the Company for the FY 23-24.

**By Order of the Board**

**Sheikhpura  
October 7, 2023**

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

## Notes:

- I. The share transfer books of the Company shall remain closed from October 22, 2023 to October 28, 2023 (both days inclusive). Transfers received in order at the office of the Company’s shares registrar at the close of business on Saturday, October 21, 2023 will be treated in time for the purpose of entitlements of final cash dividend and to 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. Shareholders desiring to claim exemption from Zakat deduction may file their Declaration before the closing date of the books i.e., October 21, 2023, 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 (Physical) who have not yet submitted photocopy of their valid Computerized National Identity Card (CNIC) and/or NTN Certificate(s) to the Company are required to send the same at the earliest directly of the Company’s Share Registrar, M/s Corplink (Pvt.) Limited. Member/shareholders (CDC) directly to their CDC participant (brokers)/CDC Investor Account Services, as the case may be.

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 on the amount of Dividend**

Pursuant of the provisions of Finance Act, 2023 effective from July 1, 2023, the deduction of income tax from the dividend payments shall be made on the bases of filer and non-filers as follows:

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.

#### **Video Conference Facility**

Pursuant to the provisions 132 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. The Company will arrange video conference facility in that city subject to the availability of such facility in that city.

#### **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.

#### **Unclaimed Shares / Dividend Under Section 244 of the Companies Act, 2017**

The Company has previously discharged its responsibility under Section 244 of the Companies Act, 2017 whereby the Company approached the shareholders to claim their unclaimed dividends and undelivered share certificates in accordance with the law. Shareholders, whose dividends still remain unclaimed and/or undelivered share certificates are available with the Company, are hereby once again requested to approach the Company to claim their outstanding dividend amounts and/or undelivered share certificates.

#### **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, 2023 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.

#### **Circulation of Annual Audited Financial Statements to Shareholders Through Email/CD/USB/DVD or Any Other Media:**

SECP through SRO 787(1)/2014 dated September 8, 2014 and SRO 470(1)/2016 dated May 31, 2016 has allowed the companies to circulate its Annual Audited Financial Statements to its members through Email/CD/DVD/USB/ or any other Electronic Media at their registered Addresses. The Company circulates its Annual Audited Financial Statements to its members through CD. However, shareholders who wish to receive the hard copy of Financial Statements shall have to write request and send it to the Company's registered address.

#### **Proxy Form :**

Proxy Form is enclosed and also available on the website of the company i.e. [www.nimir.com.pk](http://www.nimir.com.pk)