

# Notice of 31<sup>st</sup> Annual General Meeting

FOR THE YEAR ENDED JUNE 30, 2024

Notice is hereby given that the 31st Annual General Meeting (“AGM”) of Nimir Industrial Chemicals Limited (the “Company”) will be held on Monday, October 28, 2024 at 12:00 Noon, 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, 2024 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 Re. 1 per share (i.e. 10%), in total Rs. 2.5 per share (i.e. 25%) cash dividend for the year ended June 30, 2024.
3. To appoint Auditors for the year ending June 30, 2025 and fix their remuneration. The members are hereby given the notice that 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.

## SPECIAL BUSINESS:

4. To receive, consider and approve the Circulation of Annual Report through QR Code and Through Weblink, in accordance with the Section 223(6) of the Companies Act, 2017 read with SECP’s S.R.O 389(1)/2023 dated March 31, 2023 and pass the following resolution with or without modification:

Resolved that, “Nimir Industrial Chemicals Limited (the “Company”) be and is hereby authorized to circulate its Annual Report including Annual Audited Financial Statements Auditor’s Report, Directors Report, Chairman Review Report and other reports contained therein to Members of the Company through QR enabled Code and web link.”

5. To receive, consider and approve the winding-up of subsidiary (100% owned) which was formed in Uzbekistan in the name of Nimir Overseas LLC.

Resolved that, “Chief Executive Officer and/or Company Secretary be and are hereby authorized for undertaking winding-up process through liquidation of Nimir Overseas LLC – Uzbekistan 100% owned subsidiary of the Nimir Industrial Chemicals Limited pursuant to the applicable provisions of the Companies Act, 2017.”

Statement under section 134 of the Company Act, 2017 in the above matter pertaining to item no 4 & 5 are annexed

**By Order of the Board**

**Sheikhpura  
October 7, 2024**

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

## Notes:

- I. The share transfer books of the Company shall remain closed from October 22, 2024 to October 28, 2024 (both days inclusive). Transfers received in order at the office of the Company’s shares registrar at the close of business on Monday, October 21, 2024 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:

# Notice of 31<sup>st</sup> Annual General Meeting

FOR THE YEAR ENDED JUNE 30, 2024

## 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) to the Company are required to send the same at the earliest directly to the Company's Share Registrar, M/s Corplink (Pvt.) Limited. Members/Shareholders (CDC) get it updated directly to their CDC participant (broker)/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.

## 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.

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

Pursuant of the provisions of Finance Act, 2024 effective from July 1, 2024, the deduction of income tax from the dividend payments shall be made on the bases of filer and non-filers as follows:

S. No.	Nature of Shareholders	Rate of Deduction
1	Filers of Income Tax Return - ATL	15%
2	Non-Filers of Income Tax Return - ATL	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. 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.

Zakat will be deducted from the dividend(s) at source at the rate of 2.5% of the paid-up value of the share (i.e. Rs. 10/- each) and will be deposited within the prescribed period with the relevant authority as per the prescribed regulations. Shareholders desiring non-deduction of Zakat are requested to submit a valid declaration form (CZ-50) under Zakat and Ushr Ordinance, 1980 to the Share Register / CDC – Participant / investor Account Services before Book Closer for non-deduction of Zakat.

## 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. In case of unavailability of IBAN, the Company would be constrained to withhold dividend in accordance with the Companies (Distribution of Dividends) Regulations, 2017.

### **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, 2024 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.

### **E-Voting :**

Members can also exercise their right to poll subject to meeting the requirement of Section 143 to 145 of the Companies Act, 2017 and applicable clauses of Companies (Postal Ballot) Regulations, 2018 "Regulation 2018. Details of e-voting facilities will be shared through email with those Members of the Company who have their valid CNIC number, cell numbers and email address available in the register of Members of the Company within due course. Postal ballot form is also available on the Company's website.

### **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)

### **STATEMENT UNDER SECTION 134(3) OF THE COMPANIES ACT, 2017 CONCERNING THE SPECIAL BUSINESS SUBJECT :**

The statement set out the material facts concerning the special Business given in agenda item No. 4 & 5 of the notice which will be considered to be passed by the members.

### **Agenda item no. 4 of the notice – Circulation of Annual Audited Financial Statements Through QR enabled code and weblink.**

The securities and Exchange Commission of Pakistan (SECP) through its notification No. S.R.O 389(1)/2023 dated March 21, 2023 has allowed the Companies to circulate the Annual Audited Financial Statements Auditor's Report, Directors Report, Chairman Review Report and other reports contained therein to Members of the Company through QR enabled Code and web link. Consequently, notice of the meeting shall be dispatched to Members as per the requirements of the Companies Act, 2017 on their registered mailing address, containing the QR code and web link address to enable them to view and download the Annual Audited Financial Statements together with the reports and documents required to be annexed thereto under the Companies Act, 2017.

### **Agenda item no. 5 of the notice**

This Company was formed in Uzbekistan in the name of Nimir Overseas LLC with an equity of USD 37,000/-, which was planned to be injected within one year of its formation as per given local law relaxation. Unfortunately, State Bank of Pakistan did not give the required approval in the given time of one year and the management was forced to wind up this Company as per local law.

The Company Shell send hard copies of the Annual Audited Financial Statements to the shareholders, free of charge, upon receipt of a duly completed Request Form, as available on the Company's website.

None of the Directors of the Company have any direct or indirect interest in the Special Business, except in their capacity as Members and Directors of the Company.