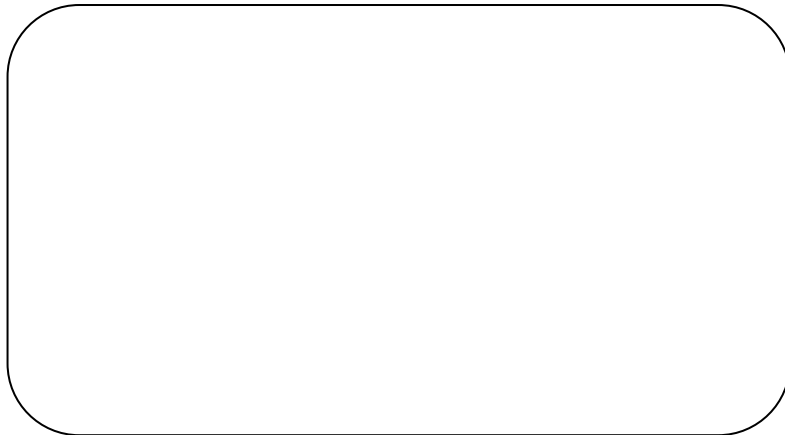




**NOTICE
OF
EXTRA ORDINARY GENERAL
MEETING
OF
NIMIR RESINS LIMITED**
14.5 KM, Lahore-Sheikhupura Road,
Lahore, Pakistan.
Tel: +92 42 37971512-14



COURIER/REGISTERED



If undelivered please return to:

Nimir Resins 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 is hereby given that an Extra-Ordinary General Meeting (EOGM) of Nimir Resins Limited (the "Company") will be held on Monday, December 30, 2019 at 11:00 A.M., at 12-B, New Muslim Town, Lahore 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, 2019. The following are the names of retiring Directors who shall be eligible for the re-election:

- | | |
|----------------------------|---------------------------|
| 1) Mr. Zafar Mahmood | 5) Sheikh Amar Hameed |
| 2) Mr. Abdul Jalil Jamil | 6) Mr. Pervaiz Ahmad Khan |
| 3) Mr. Muhammad Yahya Khan | 7) Mr. Tahir Jahangir. |
| 4) Mr. Osman Hameed | |

By Order of the Board

Lahore
December 06, 2019

Muhammad Inam-ur-Rahim
(Company Secretary)

Notes:

- I. The share transfer books of the Company shall remain closed from December 23, 2019 to December 30, 2019 (both days inclusive). Transfers received in order at the office of the Company's shares registrar at the close of business on Saturday, December 21, 2019 will be treated in time for purpose of determine the entitlements to attend and vote at the EOGM.
- II. A member(s) 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.
- III. 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. 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.
- 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.

- VI.** 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.
- VII.** All Shareholders of the Company who holds shares in scrip-less form in CDC are requested to submit /send valid copies of CNIC (i.e. SECP, SRO 779(I)/2011, dated August 18, 2011), NTN Certificate(s) and notify change in address, if any directly to their CDC participant (brokers)/CDC Investor Account Services.
- VIII.** All Physical Shareholders who had not yet submitted the valid copies of CNIC (i.e. SECP, SRO 779(I)/2011, dated August 18, 2011), NTN Certificate(s) and failed to notify change in address, if any, to the Company's Share Registrar, are requested to submit the same 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

- IX.** **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.
- X.** **Voting Through Postal Ballot**
Pursuant to the Companies (Postal Ballot) Regulations, 2018, for the purpose of election of directors, where in case number of contestants are more than the number of directors to be elected, members will be allowed to exercise their right of vote through postal ballot, that is voting by post in accordance with the requirements and procedures contained the aforesaid Regulations .
- XI.** **Placement of EOGM Notice on the website**
The notice of EOGM has been placed on Company's website: www.nimir.com.pk
- XII.** **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.
- XIII.** The Statement under Section 166(3) of the Companies Act, 2017 relating to the justification for choosing the appointee for appointment as independent director at the Extra Ordinary General is being sent along with copy of this notice.

Statement under Section 166 (3) of the Companies Act, 2017.

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 Monday, December 30, 2019.

Election of Directors:

The term of office of the present Directors of the Company will expire on December 31, 2019. In terms of Section 159 (1) of the Companies Act, 2017, 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 at 14.5 Km. Lahore - Sheikhpura – Road, District Lahore, on or before Monday, December 16, 2019 during officer hours. The following documents and information shall reach at registered office during officer hours, not later than fourteen days before the day of the above said meeting;

- 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 Computerized National Identity Card (CNIC) and National Tax Number.
- f) A declaration under Clause 3 of the Listed Companies (Code of Corporate Governance) Regulations, 2019 ("Regulations") issued by the Securities Exchange Commission of Pakistan ("SECP").
- g) Declaration by Independent Director under Clause 6(3) of the Regulations.
- h) Declaration that he/she is not ineligible to become as director in terms of Section 153 of the Act or any other applicable provision of the Act, Rule, 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 could 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 be meet the criteria laid down under Section 166(2) of the Act. Mr. Pervaiz Ahmad Khan and Mrs. Nazia Quershi have been proposed as independent director 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 and the Listed Companies (Code of Corporate Governance) Regulations, 2019 and ensure compliance with the requirements in the letter and spirit.

FORM OF PROXY



EXTRA-ORDINARY GENERAL MEETING

The Company Secretary
Nimir Resins Limited
14.5 KM, Lahore-Sheikhupura Road,
Lahore, Pakistan
Tel: +92 42 37971512-14

Folio /CDC A/C No. _____

No. of Shares Held _____

I / We of
..... being
member(s) of Nimir Resins 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 Monday, December 30,
2019 at 11:00 A.M. and / or at any adjournment thereof or any ballot to be taken in
consequence thereof.

Signed this day of 2019.



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

WITNESSES:

1. _____	2. _____
Name : _____	_____
CNIC : _____	_____
Address: _____	_____
Date: _____	_____

Notes:

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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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- VI. 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.
- VII. 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.
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