

Our reference: 1013-NRL-KSE-05-2016

May 9, 2016

The Managing Director  
**Pakistan Stock Exchange Limited**  
Stock Exchange Building,  
Stock Exchange Road.,  
Karachi.

Tel: 021 111 001 122

**Subject: Notice of Extra-Ordinary General Meeting**

Dear Sir,

Further to your approval vide letter no. PSX-803-3680 dated May 5, 2016 for holding Extra-Ordinary General Meeting (EOGM) of the **Nimir Resins Limited** (Formerly Descon Chemicals Limited) (the "Company"), to increase in Authorized Capital of the Company.

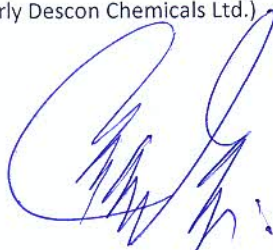
We are enclosing herewith the notice of the EOGM of Nimir Resins Limited, to be published in the following newspapers on Tuesday, May 10, 2016 at Karachi and Lahore as required under listing regulation No. 18 (2).

1. Business Recorder.
2. Nawa-e-Waqt.

Thanks & Regards,

Yours faithfully,

For **Nimir Resins Limited**  
(Formerly Descon Chemicals Ltd.)



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



C.C: Corplink (Pvt.) Limited – Shares Registrar

## NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given to all the members of NIMIR RESINS LIMITED (Formerly DESCON CHEMICALS LIMITED) (the "Company") that an Extra-Ordinary General Meeting of the Company will be held on Tuesday, May 31, 2016 at 11:00 a.m. at LDA Community Center, 239-A, New Muslim Town, Lahore to transact the following business:

### AGENDA

#### ORDINARY BUSINESS

1. To confirm the minutes of the last Extra-Ordinary General Meeting of the Company held on Saturday, March 19, 2016.

#### SPECIAL BUSINESS

2. To consider and, if thought fit to approve an **increase in Authorised Capital of the Company** and for this purpose to pass the following resolutions as Special Resolutions.

- a) **RESOLVED** as and by way of Special Resolution that, subject to the approval of the Registrar of Companies the Authorised Capital be increased from Rs. 1,150,000,000/- (Rupees One Billion One Hundred and Fifty Million only) to Rs.1,500,000,000/- (Rupees One Billion Five Hundred Million only), divided into 300,000,000 (Three Hundred Million) Ordinary Shares of Rs. 5/- (Rupees Five only) each and that all necessary procedures and approvals prescribed by law be complied with and secured with a view to making an increase in Authorised Capital of the Company complete and effective.
- b) **FURTHER RESOLVED** as and by of Special Resolution that, subject to the approval by the Registrar of Companies in respect of the increase in Authorised Capital of the Company, Clause V of the Memorandum of Association of the Company and Article 4 of the Articles of Association of the Company be and are hereby altered to be read as under:

#### Clause V of the Memorandum of Association

"The Capital of the Company is Rs.1,500,000,000/- (Rupees One Billion Five Hundred Million only), divided into 300,000,000 (Three Hundred Million) ordinary shares of Rs. 5/- (Rupees Five only) each with power to increase or reduce the capital and to divide the shares in the capital in accordance with the regulations contained in the Articles of Association."

#### Article 4 of the Articles of Association

"The Authorised Capital of the Company is Rs.1,500,000,000/- (Rupees One Billion Five Hundred Million only), divided into 300,000,000 (Three Hundred Million) ordinary shares of Rs. 5/- (Rupees Five only) each but the Company may from time to time by special resolution



increase, consolidate, sub-divide, reduce or otherwise re-organise with Section 84 of the Ordinance.”

- c) **FURTHER RESOLVED** that, Chief Executive Officer and Secretary of the Company be and is hereby authorized to take necessary steps and execute documents as may be necessary or expedient for the purpose of giving effect to the spirit and intent of above resolutions.

#### **OTHER BUSINESS**

3. To transact any other business that may be brought forward with the permission of the Chair.

#### **STATEMENT UNDER SECTION 160 (1) (B) OF THE COMPANIES ORDINANCE, 1984**

##### **INCREASE IN AUTHORISED CAPITAL**

The Board of Directors in their meeting held on April 25, 2016 unanimously resolved to increase the authorised capital of the Company, to meet the various requirements for BMR (balancing, modernization and replacement), of the Company and allied expenses.

None of the directors have any interest, whether directly or indirectly, in the proposed business.

**By Order of the Board**

LAHORE  
May 10, 2016

Muhammad Inam-ur-Rahim  
Company Secretary

#### **Notes:**

1. The share transfer books of the Company will remain closed from May 24, 2016 to May 31, 2016 (both days inclusive). Transfers received at the office of the Company's share registrar at the close of business on Monday, May 23, 2016 will be treated in time for the purpose of attending and voting 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. A proxy must be a member of the Company. 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 fixed for the meeting.

- b. The Proxy shall produce his/her original CNIC or Passport at the time of meeting.
  - c. Proxy form shall be witnessed by two persons whose names, CNIC Nos. and addresses shall be mentioned on the proxy form.
3. CDC Account holders are required to follow the below mentioned guidelines as laid down by the Securities and Exchange Commission of Pakistan:
- a. In case of individuals, the account holder or sub-account holder shall authenticate his/her identity by showing his/her original CNIC card or original passport at the time of attending the Meeting
  - b. In case of corporate entity, the Board of Directors' resolution/power of attorney with specimen signature of the nominee shall be produced (unless it has been provided earlier) at the time of Meeting.
4. 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](http://www.corplink.com.pk)