

Our reference: 1161-NRL-PSX-10-2023

October 13, 2023

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,

Enclosed please find the notice of the Extra-Ordinary General Meeting (EOGM) of Nimir Resins Limited which will be published in daily **Dawn** (English) and daily **Nawa-e-Waqt** (Urdu) on Saturday, October 14, 2023 in all over Pakistan issues.

Yours sincerely ,

For **Nimir Resins Limited**



Muhammad Inam-ur-Rahim
Company Secretary

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

Encl.: Notice of EOGM (Annexure A)

Nimir Resins Limited

NOTICE FOR EXTRAORDINARY GENERAL MEETING

In the matter of:-

Civil Original No. 56465 of 2023

NIMIR MANAGEMENT (PRIVATE) LIMITED, OFFICE AT 122-B, NEW MUSLIM TOWN, LAHORE.

And

NIMIR INDUSTRIAL CHEMICALS LIMITED, OFFICE AT 14.8 K.M. SHEIKHUPURA-FAISALABAD ROAD, MOUZA BHIKHI, DISTRICT SHEIKHUPURA.

And

NIMIR RESINS LIMITED, OFFICE AT 14.5 K.M. LAHORE-SHEIKHUPURA ROAD, LAHORE.

In the matter of the sanctioning of scheme of arrangement of compromises, arrangements and reconstruction (in term of Section 279 to 282 and 285 of the Companies Act, 2017) between (1) NIMIR MANAGEMENT (PRIVATE) LIMITED AND ITS MEMBERS, OFFICE AT 122-B, NEW MUSLIM TOWN, LAHORE, (2) NIMIR INDUSTRIAL CHEMICALS LIMITED AND ITS MEMBERS, OFFICE AT 14.8 K.M. SHEIKHUPURA-FAISALABAD ROAD, MOUZA BHIKHI, DISTRICT SHEIKHUPURA, AND (3) NIMIR RESINS LIMITED AND ITS MEMBERS, OFFICE AT 14.5 K.M. LAHORE-SHEIKHUPURA ROAD, LAHORE.

The Honourable Lahore High Court, Lahore vide order dated 11.09.2023, in Civil Original No. 56465 of 2023, has directed to hold Extra Ordinary General Meetings of members/shareholders of above said companies to consider and if through fit approve, adopt and agree to the sanctioning of the Scheme of arrangement and reconstruction ("Scheme") between the aforesaid companies and their members/shareholders and to pass or otherwise, inter alia, the following special resolutions: -

"RESOLVED THAT the Scheme of Arrangement for, inter alia, compromise, arrangement and reconstruction between Nimir Management (Private) Limited and its members, Nimir Industrial Chemicals Limited and its members, and Nimir Resins Limited and its members, considered by this meeting and initialled by the chairmen of this meeting for purposes of identification, be and is hereby approved, adopted and agreed, subject to any modification(s) or conditions as may be required/imposed by the Honourable Lahore High Court, Lahore"

In compliance of the above said order of the Honourable Court, this Notice is hereby given that the Extra-Ordinary General Meetings ("EOGMs"), of the members/shareholders of the respective companies will be held as follows: -

Sr.	Name of Company	Venue	Time
1.	Nimir Management (Private) Limited	122-B, New Muslim Town, Lahore	3:00pm Monday 6 th Nov 2023
2.	Nimir Resins Limited	122-B, New Muslim Town, Lahore	4:00 pm Monday 6 th Nov 2023
3.	Nimir Industrial Chemicals Limited	Sultan Grand Hotel, Lahore Faisalabad By- Pass, New Housing Colony Sheikhupura	3:00 pm Tuesday 7 th Nov 2023

NOTES:-

1. The statement under Section 281 of the Companies Act, 2017 read with Section 134(3) of the Companies Act, 2017 ("Statement") setting forth, inter alia, the terms of the compromise, arrangement and reconstruction of the respective companies and their respective members, explaining its effect along with a copy of the Scheme, are being circulated along with the notice of the EOGMs to the members and other persons(s) entitled to receive the notice of the EOGMs.
2. Copies of the Scheme, the Statement, the latest annual/quarterly audited financial statements of the companies along with all published or otherwise required accounts of all prior periods of the above referred companies along with the copies of the memorandum and articles of association, requisite approval(s) and other related information/documents have been kept at their respective Registered Offices which can be inspected during the business hours on any working day from the date of publication of this Notice till the conclusions of the EOGMs, by the members and other persons entitled to attend the EOGMs.
3. Members Register of the respective companies will remain closed as per the details given below (both days inclusive).

Nimir Management (Private) Limited 31st October 2023 to 6th November 2023

Nimir Resins Limited 31st October 2023 to 6th November 2023

Nimir Industrial Chemicals Limited 1st November 2023 to 7th November 2023

Transfers received at their Registered Offices by the close of business hours on the last working day before the start of book closure, will be treated in time, for the purposes of attending and voting at the EOGMs.

4. A member eligible to attend and vote at these meetings may appoint another member as proxy to attend and vote in the EOGMs. 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 their share registrar office (Corplink (Pvt.) Limited, Wings Arcade, I-K Commercial, Model Town, Lahore) not later than forty-eight (48) hours before the time for holding the meetings. Members of Nimir Resins Limited and Nimir Industrial Chemicals Limited will be allowed to exercise their right to vote through electronic voting facility or voting by post for the special business in the respective forthcoming Extra-Ordinary General Meeting to be held on November 06, 2023 @ 04:00 pm and November 07 @ 03:00pm in accordance with requirements and subject to the conditions contained in the Companies (Postal Ballot) Regulations, 2018.
5. For convenience of the Members, ballot paper is annexed to this notice being sent through post and the same is also available on the Companies' website at www.nimir.com.pk for download.

Procedure for E-Voting:

- I. Details of the e-voting facility will be shared through an email with those members of the Company who have their valid CNIC numbers, cell numbers and email address available in the register of members of the Company by the close of business of October 30, 2023 for Nimir Resins Limited and October 31, 2023 for Nimir Industrial Chemicals Limited.
- II. The web address, login details, will be communicated to members via email. Security codes will be communicated through SMS from web portal of M/s Corplink (Pvt.) Limited (Being the e-voting service provider).
- III. Identity of the Members intending to cast vote through e-voting shall be authenticated through electronic signature or authentication for login.

- IV. E-voting lines will start from November 2, 2023, 09:00 a.m. and shall close on November 5, 2023 at 05:00 p.m. for Nimir Resins Limited, and from November 3, 2023, 09:00 a.m. and shall close on November 6, 2023 at 05:00 p.m. for Nimir Industrial Chemicals Limited. Once the vote on a resolution is cast by a member, he/she shall not be allowed to change it subsequently.

Procedure for Voting Through Postal Ballot:

Members may alternatively opt for voting through postal ballot. For convenience of the members, Ballot Paper will also be available for download on the website of the companies www.nimir.com.pk

The members shall ensure that duly filled and signed ballot paper along with copy of National Identity Card (CNIC) should reach the Chairman of the meeting through post at following address:

C/O Mr. Imran Aziz Khan

Office # 105 & 106, First Floor, Farid Tower, 19 – Temple Road, Lahore,

one day before the EOGM during working hours (i.e. by Friday November 3, 2023 for Nimir Resins Limited, and by Monday November 6, 2023 for Nimir Industrial Chemicals Limited). The signature on the ballot paper should be a match with the signature on CNIC.

Video Conference Facility

Pursuant to the provisions of Section 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 respective 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 seven (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.

Statement under Section 134(3) of the Companies Act, 2017 concerning the Special Business Subject

1. Pursuant to the provisions of Sections 279 to 282 of the Act, NMPL will be dissolved without winding up and all its assets (including its shareholding in NRL), after discharging all its liabilities, will be distributed among its shareholders (including NICL) in proportion to their shareholding.
2. The shares of NRL held by NICL will be distributed among the shareholders of NICL (including shares received on dissolution of NMPL described in previous paragraph), in proportion to their shareholding in NICL
3. Certain specified shares of NRL will be transferred to G-5 Shareholders i.e. Mr. Khalid Mumtaz Qazi, Mr. Amir Jamil, Mr. Imran Afzal, Mr. Umar Iqbal and Mr. Zafar Mahmood in consideration of transfer of specified shares of NICL to Associate Shareholders i.e. Terranova (Pvt.) Limited, Mr. Muhammad Saeed uz Zaman, Mr. Muhammad Yahya Khan and Mrs. Nusrat Jamil. The existing and proposed shareholding of G-5 Shareholders and Associate Shareholders in NICL and NRL is specified in Schedule 6 & 7 of the Scheme.

The objects and benefits of the arrangements are also provided in detail in the Scheme of Arrangement

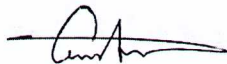
Interest of Directors

The directors of NMPL, NICL and NRL as holders of shares in the respective Companies are interested in the terms of the Scheme and any benefit accruing to the directors of the respective Companies as a result of the Scheme in the capacity of shareholders of the respective Companies to this extent does not differ from the benefits accruing to other members of the respective Companies.

Additionally, the following respective directors (of NICL, NMPL and/or NRL as applicable) are further interested to the extent of exchange/transfer of the respective shares of G 5 Shareholders and Associate Shareholders in NICL and NRL in terms of Para 2.11 of the Scheme:

- *Mr. Amir Jamil, Mr. Imran Afzal, Mr. Khalid Mumtaz Qazi and Mr. Zafar Mahmood (in their capacity as G-5 Shareholders),*
- *Mr. Muhammad Yahya Khan and Mr. Saeed uz Zaman (in their capacity as Associate Shareholders)*
- *Mr. Osman Hameed and Sh. Amar Hameed (in their capacity as, and to the extent of being directors/shareholders in Terranova (Pvt.) Limited), and Mr. Khalid Mumtaz Qazi (in his capacity as, and to the extent of being shareholder in Terranova (Pvt.) Limited).*

CHAIRPERSONS FOR EXTRA ORDINARY GENERAL MEETING



*Mr. Imran Aziz Khan
Advocate Supreme Court
Office at: Office #105 & 106,
first floor, Farid Tower,
19- Temple Road,
Lahore.*



*Mr. Zarak Zaman
Advocate High Court
Office at: 767, C – Block,
Faisal Town,
Lahore*