

Our reference: 1038-NRL-KSE-10-2016

October 14, 2016

Deputy General Manager - Operations
Pakistan Stock Exchange Limited
Stock Exchange Building, Stock Exchange Road,
Karachi -74000.

Attn: Muhammad Ghufraan

Tel: 021 111 001 122

Subject: PSX – Approval / NOC For The Release NRSL Subscription Money.

Dear Sir,

This with reference to your letter no. PSX – C-803-5099 dated 28.06.2016, please find attached the following documents:

1. Confirmation Letter to CDC – Copy.
2. Auditors Certificate - Original.

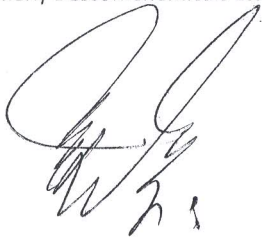
Kindly issue the PSX approval / NOC in favour of **The Bank of Punjab** to release our subscription money received for the shareholders.

Please also send us the **additional listing fee** for the increase in **Paid-up Capital** as required under clause 5.18.1(a) of PSX Listing of Companies & Securities Regulation.

Please note that, the above stated documents also have been submitted to Central Depository Company of Pakistan (CDC) Lahore Office on Friday, October 14, 2016.

Yours faithfully,

For Nimir Resins Limited
(Formerly Descon Chemicals Ltd.)



Muhammad Inam ur Rahim
Company Secretary



NIMIR RESINS LIMITED
(Formerly Descon Chemicals Limited)
12-B, New Muslim Town,
Lahore, Pakistan.
Tel: +92 42 35926090-3
Fax: 92 42 35926099

Registered Office / Factory:
14.5 KM, Lahore-Sheikhupura
Road, Lahore, Pakistan.
Tel: +92 42 37971512-14
Fax: +92 42 37970229
Website: www.nimir.com.pk

Head of Operations

October 14, 2016

Central Depository Company of Pakistan Ltd. (the CDC),
CDC House,
99-B, Block B,
S.M.C.H.S., Main Shahrah-e-Faisal,
Karachi.

CONFIRMATION LETTER

Dear Sir,

In compliance with the requirement of Chapter 8AA.6 and 8F of the CDC Regulations and the Procedures made thereunder, we hereby write to confirm the data for the credit of Book-entry Securities to the Accounts and / or Sub-Accounts of the shareholders/investors has been prepared by us in accordance with the requirements of the CDC Regulations and Procedures made thereunder, particularly considering the following requirements:

- Verification of details provided by the shareholder/investors against the list of successful allottees / transferees obtained from the CDS.
- Ensuring that credit is only allowed to the respective Accounts and/or Sub-Accounts of Shareholders/ Investors; and
- Ensuring that credit is allowed in the jointly held Accounts and/or Sub-Accounts of Shareholders/ Investors in the CDS.

We hereby also confirm the allotment of 76,902,570 securities of the Nimir Resins Limited in the name of the Central Depository Company of Pakistan Limited in the Members' / Certificate Holders' Register Details are as follows:

CDC Nominee holding in Members' Register before allotment of Right Shares = 198,249,736

CDC Nominee holding in Members' Register after allotment of Right Shares = 275,152,306


Please credit the Book-entry Securities to respective Accounts and / or Sub-Accounts in accordance with the list of successful allottees after final upload, containing inter alia names, Account Holder/Participant IDs, Account Nos. and the number of Book-entry Securities to be credited therein.

We also confirm that an amount of Rs.639,424/- in respect of 76,902,570 shares to be credited in CDS had been paid by us via Cheque # 1309419278 dated 13.10.2016 against Invoice # 24673 and as of today, no payment to CDC is pending at our end.

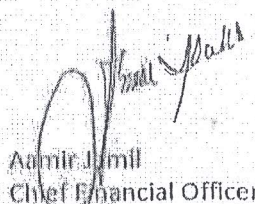
We will be pleased to provide you with any other information / clarification should you so require.

Yours sincerely,

For Nimir Resins Limited
(Formerly Descon Chemicals Ltd.)



Muhammad Inam ur Rahim
Company Secretary



Amir JAMIL
Chief Financial Officer

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(Formerly Descon Chemicals Limited)
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Website: www.nimir.com.pk

October 14, 2016.

The Company Secretary

Nimir Resins Limited

(Formerly Descon Chemicals Limited)

12-B, New Mulsim Town, Lahore

Dear Sir,

**AUDITOR'S CERTIFICATE OF RECEIPT OF SUBSCRIPTION
MONEY AGAINST ISSUE OF RIGHTS SHARES**

Please refer to your request letter no.001/HC/RI/NRL-2016 dated October 13, 2016 .

We have been requested to provide you with a certificate on Receipt of Subscription Money against Issue of Rights Shares and compliance of requirements for allotment of shares in the name of Central Depository Company (CDC), as required under "*Procedure for Input of Paid-up Capital / Total Issue in CDS (Listed and Unlisted)*" issued by Central Depository Company of Pakistan Limited.

Scope of Certificate

This certificate is being issued by us as Statutory Auditors of Nimir Resins Limited (formerly Descon Chemicals Limited) for onward submission to CDC and Pakistan Stock Exchange Limited.

Management's Responsibility

The Management of Nimir Resins Limited (formerly Descon Chemicals Limited) is responsible for making compliance to the requirements of Central Depository Company of Pakistan Limited and Pakistan Stock Exchange Limited for the issue of rights shares by the Company.

Auditor's Responsibility

Our responsibility is to certify, in accordance with the "Guidelines for Issue of Certificates for Special Purposes by Practicing Chartered Accountant Firms" issued by the Institute of Chartered Accountant of Pakistan, whether the management of the Company has made compliance of requirements of Central Depository Company of Pakistan Limited and Pakistan Stock Exchange Limited for the issue of rights shares by the Company. Our verification was limited to the procedures as mentioned below:

1. Review of the bank statement and Certificate provided by the bank, certifying the receipt of subscription money into designated bank account.
2. Review of Resolution of Board of Directors in respect of rights shares.
3. Review of Circular issued by the Company for offering rights shares to existing shareholders.
4. Reconciliation of rights shares, to allot securities in the name of CDC.
5. Verification of book entry securities to be entered in the accounts with CDC.

Certificate

As requested, we have reviewed the records provided by you in respect of receipt of subscription money in subscription account no. CD-2094730002 maintained with The Bank of Punjab, Lahore. After obtaining necessary information and due verification thereof, we report as below:

1. RECEIPT OF SUBSCRIPTION MONEY AGAINST ISSUE OF RIGHTS SHARES IN DESIGNATED BANK ACCOUNT

We certify that an amount of **Rs. 113,391,005** has been received in rights shares subscription account number CD-2094730002 maintained with The Bank of Punjab, Lahore.

2. RECONCILIATION OF RECEIPT OF SUBSCRIPTION MONEY WITH TOTAL AMOUNT OF RIGHTS ISSUE

We certify that as per Circular under section 86(3) of Companies Ordinance, 1984 issued by the Company on August 03, 2016 for offering of new shares by way of Rights Issue, the total amount required to be subscribed was Rs. 385,000,000 divided into 77,000,000 shares of Rs. 5/- each at par value. The said amount has been subscribed as under:

	Number of Shares	Amount (Rupees)
Offer for shares through Rights Issue	<u>77,000,000</u>	<u>385,000,000</u>
Amount subscribed by general public	19,382,304	96,911,520
Amount subscribed by Directors and Related Parties	2,205,085	11,025,425
Un-subscribed amount later subscribed by Directors and Related Parties after Sept 23, 2016.	1,090,812	5,454,060
Total subscription received in Subscription Account (Refer Para 2.1)	<u>22,678,201</u>	<u>113,391,005</u>
Add: Amount contributed through adjustment of Sponsors' Loan/Share Deposit Money as Explained in clause (g)(i) of Part II (Issue Details) of Circular u/s 86(3) - (Refer Para 2.2)	54,321,799	271,608,995
Total Amount of Rights Issue	<u>77,000,000</u>	<u>385,000,000</u>

2.1 Amount required for BMR as given in clause (g)(i) of Part II (Issue Details)
of Circular u/s 86(3)

	Amount (Rupees)
Total subscription received in Subscription Account	113,391,005
Less : Amount required for BMR	<u>(102,000,000)</u>
Amount available for repayment of sponsors' loans	<u>11,391,005</u>

2.2 Adjustments against Sponsor's Loan as given in clause (g)(i) of Part II (Issue Details)
of Circular u/s 86(3)

	Amount (Rupees)
Sponsors' loan / share deposit money available for adjustment	283,000,000
Less : Adjustment against issue of rights shares	<u>(271,608,995)</u>
Balance of Sponsors' loans / share deposit money	<u>11,391,005</u>

3. SHARES SUBSCRIBED BY UNDERWRITERS

We confirm that un-subscribed shares were fully taken up by the directors and related parties through additional cash subscription and therefore underwriters did not subscribe for any of the shares of the Company. The un-subscribed shares additionally taken up by directors and related parties are as under:

	<u>Number of Shares</u>	<u>Amount (Rupees)</u>
Nimir Holdings (Private) Limited	556,414	2,782,070
Terranova Limited	218,122	1,090,610
Muhammad Yahya Khan	207,216	1,036,080
Muhammad Saeed Uz Zaman	87,248	436,240
Mrs. Nusrat Jamil	<u>21,812</u>	<u>109,060</u>
Subscription of un-subscribed shares	<u>1,090,812</u>	<u>5,454,060</u>

4. PAID UP CAPITAL

We confirm that paid up capital of the Company before and after the rights issue, is given as under:

(a) Before Rights Issue

	Number of Shares	Amount (Rupees)
Ordinary shares of Rs. 5/- each	<u>199,557,856</u>	<u>997,789,280</u>

(b) After Rights Issue

	Number of Shares	Amount (Rupees)
Ordinary shares of Rs. 5/- each	<u>276,557,856</u>	<u>1,382,789,280</u>

5. ALLOTMENT OF SHARES IN NAME OF CENTRAL DEPOSITORY COMPANY (CDC)

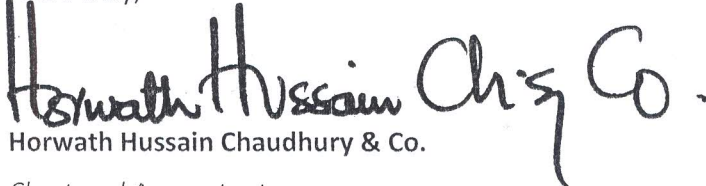
We confirm that the following requirements with regards to allotment of shares in the name of CDC have been fulfilled by the Company:

1. Resolution of Board of Directors in respect of rights shares.
2. Reconciliation of rights shares, to allot securities in the name of CDC.
3. Verification of book entry securities to be entered in the accounts with CDC.

Restriction on use and distribution

This certificate is issued by us as Statutory Auditors of Nimir Resins Limited (formerly Descon Chemicals Limited) as required under "*Procedure for Input of Paid-up Capital / Total Issue in CDS (Listed and Unlisted)*" issued by Central Depository Company of Pakistan Limited, and is not to be used or distributed for any other purpose. The certificate is restricted to the facts stated herein.

Yours truly,


Horwath Hussain Chaudhury & Co.

Chartered Accountants