

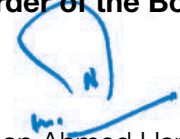
NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the **Fifty Second (52nd) Annual General Meeting** of National Refinery Limited will be held on Monday, September 21, 2015 at 1600 hours at Marriott Hotel, Karachi to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and approve the Audited Accounts of the Company for the year ended June 30, 2015 together with the Directors' Report and the Auditors' Report thereon.
2. To consider and, if thought fit, to approve the payment of Final Cash Dividend at the rate of Rs.10/- per share i.e. 100% for the year ended June 30, 2015 as recommended by the Board of Directors.
3. To appoint Company's auditors for the year ending June 30, 2016 and to fix their remuneration.
4. Any other business with the permission of the Chair.

By Order of the Board



Nouman Ahmed Usmani
Company Secretary

Karachi:

Dated: August 31, 2015

NOTES:

1. The Register of Members of the Company will remain closed and no transfer of shares will be accepted for registration from September 11, 2015 to September 21, 2015 (both days inclusive). Transfers received in order at the office of the Share Registrar:

THK Associates (Pvt.) Ltd., Second Floor, State Life Building-3,
Dr. Ziauddin Ahmed Road, Karachi-75530,

Telephone No. 021-111-000-322, Fax No. 0213-5655595, Email: secretariat@thk.com.pk

at the close of business on September 10, 2015 will be in time for the purpose of determination of entitlement to the transferees.

2. A member entitled to attend, speak and vote at the Annual General Meeting is entitled to appoint a proxy to attend, speak and vote instead of him/her. A proxy need not be a member.

Proxy in order to be effective must be duly signed, witnessed and deposited at the office of the Share Registrar not less than 48 hours before the meeting.

3. The shareholder/proxy shall produce his/her original CNIC or passport at the time of the meeting.
4. Shareholders are requested to promptly notify the office of the Share Registrar of any change in their addresses.

5. CDC account holders will further have to follow the under mentioned guidelines as laid down in Circular 1 dated January 26, 2000 issued by the Securities and Exchange Commission of Pakistan.

A. For attending the meeting:

- (i) In case of individuals, the account holder or sub-account holder and/or the person whose securities are in group account, and their registration details are uploaded as per the Regulations, shall authenticate his identity by showing his original Computerised National Identity Card (CNIC) or original passport at the time of attending the Meeting.
- (ii) 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 the Meeting.

B. For appointing proxies:

- (i) In case of individuals, the account holder or sub-account holder and/or the person whose securities are in group account, and their registration details are uploaded as per the CDC Regulations, shall submit the proxy form as per the above requirement.
- (ii) The proxy form shall be witnessed by two persons whose names, addresses and CNIC numbers shall be mentioned on the form.
- (iii) Attested copies of CNIC or the passport, of the beneficial owners and the proxy shall be furnished with the proxy form.
- (iv) The proxy shall produce his original CNIC or original passport at the time of the Meeting.
- (v) In case of corporate entity, the Board of Directors' resolution/power of attorney with specimen signature shall be submitted (unless it has been provided earlier) along with proxy form to the Company.

6. Form of proxy is attached to the notice of meeting being sent to the members.

7. In compliance with the directives issued by the Securities and Exchange Commission of Pakistan and/or Federal Board of Revenue from time to time, members who have not yet provided their dividend mandate information and/or CNIC and/or NTN (as the case may be) are requested to kindly provide the same at the earliest as follows:

- The shareholders who hold Company's shares in physical form are requested to submit the above information to the Share Registrar at the address mentioned above.
- Shareholders maintaining their shareholdings under Central Depository System (CDS) are advised to submit the above information directly to relevant Participant/CDC Investor Account Service.

Members are also requested to update their tax paying status (Filer/Non-Filer) to the Company's Share Registrar.

The above information may please be provided as follows:

Folio/ CDC ID/AC#	Name	National Tax #	CNIC # (in case of individuals)	Income tax return for the year 2014 filed (Yes or No)

This would enable us to process future dividend payments, if any, in accordance with the tax payment status of the members in pursuant to the provisions of Finance Act, 2015, effective July 1, 2015 whereby the rates of deduction of income tax under Section 150 of the Income Tax Ordinance, 2001 from dividend payment have been revised as follows:

1.	Rate of tax deduction for filer of income tax returns	12.5%
2.	Rate of tax deduction for non-filers of income tax return	17.5%

The audited financial statement of the Company for the year ended June 30, 2015 have been placed at the Company's website www.nrlpak.com