



WAH NOBEL CHEMICALS LIMITED

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 40th Annual General Meeting of the Shareholders of WAH NOBEL CHEMICALS LIMITED will be held at the Registered Office of the Company, G.T. Road, Wah Cantt on Thursday, October 26, 2023 at 1100 hours to transact the following business.

ORDINARY BUSINESS

- To confirm the minutes of the Annual General Meeting held on October 28, 2022.
- To receive, consider and adopt the Audited Financial Statements of the Company for the year ended June 30, 2023 together with the Chairman's review, Directors' and the Auditors' Reports thereon.
- To approve and declare the final cash dividend @ Rs 10 per share i.e. 100% for the year ended June 30, 2023, as recommended by the Directors.
- To appoint auditors of the Company for the year 2023-24 and to fix their remuneration. The Board of Directors, on the recommendation of the Audit Committee of the Company, has proposed re-appointment of Messer Grant Thornton Anjum Rahman, Chartered Accountants as auditors of the company.

SPECIAL BUSINESS

- To consider and, if thought fit, pass with or without modification(s), the following resolutions to enable and authorize the Company to circulate the Annual Audited Financial Statements, to the members of the Company through QR enabled code and web link, as required by the Securities and Exchange Commission of Pakistan ("SECP") vide its Notification S.R.O. 389 (1)/2023 dated March 21, 2023:

"RESOLVED THAT the Company be and is hereby authorized to circulate its annual report, including the annual audited financial statements, auditor's report, Directors' report, Chairman's review report and other reports contained therein, to its members through QR enabled code and web link, in accordance with S.R.O. 389(I)/2023 dated March 21, 2023 issued by the Securities and Exchange Commission of Pakistan.

"FURTHER RESOLVED THAT, the Chief Executive and Company Secretary be and are hereby singly authorized to do all acts, deeds and things, take or cause to be taken all necessary actions, as may be necessary, incidental or consequential to give effect to this resolution."

A statement under section 134(3) of the Companies Act, 2017 pertaining to the Special Business is being sent to the members with this notice.

OTHER BUSINESS

- To transact any other business with the permission of the Chair.

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September 28, 2023

By Order of the Board
(TANVEER ELAHI)
COMPANY SECRETARY

NOTES:

- The share transfer books of the Company will remain closed from October 19, 2023 to October 26, 2023 (both days inclusive). Transfers received in order by the Shares Registrar of the Company by the close of business on October 18, 2023 will be treated in time for the entitlement of payment of dividend.
- A member of the Company entitled to attend and vote at the meeting may appoint another member as his/her proxy to attend the meeting and vote for him/her. Proxies in order to be effective, must be received at the Company's Registered Office not later than 48 hours before the time appointed for the meeting and must be duly stamped, signed and witnessed.
- CDC Account Holders are advised to bring their original National Identity Cards to authenticate their identity along with CDC account numbers at the meeting. However, if any proxies are granted by such shareholders, the same shall also have to be accompanied with attested copies of the National Identity Card of the grantor, and the signature on the proxy form has to be the same as appearing on the National Identity Card.
- Shareholders who are interested in attending AGM through video link are requested to email their Name, Folio Number, Cell Number, CNIC Number and Number of shares held in their name with subject "Registration for Wah Nobel Chemicals Limited AGM" at agmwahn@wahnobel.com

Video link and login credentials will be shared with only those members whose emails, containing all the required particulars, are received at least 48 hours before the time of AGM (i.e. before 11.00 a.m. on October 24, 2023).

Shareholders can also provide their comments and questions for the agenda items of the AGM at the email.

- Shareholders holding shares in physical form are requested to promptly notify Shares Registrar of the Company of any change in their addresses or any other particulars. Shareholders maintaining their shares in electronic form should have their address updated with their participant or CDC Investor Accounts Service.

Further, to comply with requirements of section 119 of the Companies Act, 2017 and Regulation 19 of the Companies (General Provisions and Forms) Regulations, 2018, all Shareholders are requested to provide their email address and cell phone numbers incorporated/ updated in their physical folio or CDC account.

- Shareholders are once again requested to submit a copy of their valid CNIC (if not already provided) to the Company's Share Registrar, without any delay. In case of non-availability of a valid copy of the Shareholders' CNIC in the records of the Company, the Company shall withhold the Dividend under the provisions of Section 243(2)(a) of the Companies Act 2017 which will be released by the Company only upon compliance.

- As per Income Tax Ordinance, 2001, following rates are prescribed for deduction of withholding tax on the amount of dividend paid by the company:

(a) For persons appearing in Active Tax Payer List (ATL): 15%

(b) For persons not appearing in Active Tax Payer List (ATL): 30%

Further, according to clarification provided by the FBR, with-holding tax will be determined separately on 'Active or Non-Active' status of Principal shareholder as well as joint-holder(s) based on their shareholding proportions, in case of joint accounts.

- As per Section 242 of Companies Act, 2017, it is mandatory for the listed company to pay cash dividend to its shareholders only through electronic mode, directly into bank account designated by the entitled shareholders. Therefore, those Shareholders who have not yet provided details of their bank mandate are hereby advised to submit these details specifying: (i) title of account, (ii) bank account number, (iii) International Bank Account (IBAN) number (iv) bank name (v) branch name, code and address to Company's Share Registrar. Shareholders who hold shares with Participants /Central Depository Company of Pakistan (CDC) are advised to provide their bank mandate information to the concerned Broker/CDC. Please note that as per Section 243(3) of the Companies Act, 2017, company will be constrained to withhold payment of dividend, if necessary information is not provided by shareholders.

- The audited financial statements of the Company for the year ended June 30, 2023 have been placed on the Company's website (www.wahnobel.com)

- 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 the Act i.e. May 30, 2017. SECP through its circular # CSD/ED/Misc./2016-639-640 dated March 26, 2021 has advised the listed companies to pursue their such members who still hold shares in physical form, to convert their shares into book-entry form.

In light of above, shareholders having physical share certificates are requested to comply with the provisions of the Act by opening CDC sub-accounts with any of the brokers or Investor Accounts directly with CDC to convert their physical shares into scrip less form.

- Shareholders, whose dividends still remain unclaimed and/or undelivered share certificates are hereby once again requested to contact the Company or our Shares Registrar M/s Ilyas Saeed Associates (Pvt) Limited to claim their outstanding dividend amounts and/or undelivered share certificates. In case no claim is received, the Company shall proceed to comply in accordance with the applicable law.

- Shareholders seeking exemption from deduction of income tax are requested to submit a valid tax exemption certificate or necessary documentary evidence as the case may be before the start of book closure. Members desiring non-deduction of zakat are also requested to submit a valid declaration (CZ-50) for non-deduction of zakat.

- Pursuant to Companies (Postal Ballot) Regulations, 2018 read with Section 143-145 of the Companies Act, 2017 members will be allowed to exercise their right to vote through the electronic voting facility or voting by post for the special business in the forthcoming AGM of the Company in accordance with the requirements and procedures contained in the aforesaid Regulations.

For the convenience of the shareholders, ballot paper is annexed to this notice and the same is also available on the Company's website at www.wahnobel.com for download.

Company appointed M/s CDC Share Registrar Services Limited as e-voting service provider

Ballot Paper

For voting through post for Special Business at the Annual General Meeting of Wah Nobel Chemicals Limited to be held on Thursday, October 26, 2023 at 1100 hours at the Registered Office of the Company, G.T. Road, Wah Cantt and on line through zoom.

Name of Shareholder/joint Shareholders	
Registered Address of Shareholder	
Number of shares held	
Folio number	
CNIC Number (copy to be attached)	

Additional Information and enclosures (In case of representative of body corporate, corporation and Federal Government.)	
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I/we hereby exercise my/our vote in respect of the following resolution through ballot by conveying my/our assent or dissent to the following resolution by placing tick (✓) mark in the appropriate box below;

Resolution	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
Agenda Item # 5 "RESOLVED THAT the Company be and is hereby authorized to circulate its annual report, including the annual audited financial statements, auditor's report, Directors' report, Chairman's review report and other reports contained therein, to its members through QR enabled code and weblink, in accordance with S.R.O. 389(I)/2023 dated March 21, 2023 issued by the Securities and Exchange Commission of Pakistan. "FURTHER RESOLVED THAT, the Chief Executive and Company Secretary be and are hereby singly authorised to do all acts, deeds and things, take or cause to be taken all necessary actions, as may be necessary, incidental or consequential to give effect to this resolution."		

Signature of the Shareholder(s)
Place: _____
Date: _____

NOTES:

- Dully filled postal ballot should be sent to Chairman of Wah Nobel Chemicals Limited at registered office G.T Road Wah Cantt attention to Company Secretary or through e-mail at chairman@wahnobel.com.
- Copy of CNIC should be enclosed with the postal ballot form.
- Postal ballot forms should reach the Chairman of the meeting on or before October 25, 2023 during business hours. Any postal ballot received after this date, will not be considered for voting.
- Signature on postal ballot should match with signature on CNIC.
- Incomplete, unsigned, incorrect, defaced, torn, mutilated, over written ballot paper will be rejected