

## **NOTICE OF ANNUAL GENERAL MEETING**

Notice is hereby given that Annual General Meeting of Shareholders of Shaffi Chemical Industries Limited will be held on Friday 27<sup>th</sup> October, 2023 at 10:00 A.M. at Company's Registered Office at Plot No. 2, Gadoon Amazai, Industrial Estate, Swabi, Khyber-Pakhtoonkhwa to transact the following business:

### **Ordinary Business**

1. To confirm the minutes of the last Extra Ordinary General Meeting held on 30<sup>th</sup> day of December, 2022.
2. To receive, consider and adopt the Annual Audited Financial Statements of the Company for the year ended 30<sup>th</sup> June, 2023 together with the Reports of Board and the Auditors thereon.
3. To appoint company's Auditors for the next financial year ending June 30, 2024 and to fix their remuneration.
4. To consider any other transactions with the permission of the chair.

### **Special Business**

5. To consider and approve the circulation of the Annual Audited Financial Statements through QR enabled code and weblink and to pass the following special resolution(s) with or without modifications.

“Resolved that QR enabled code and web link of the Annual audited financial statements of the company be circulated to members in accordance with S.R.O 389(1)/2023 of Securities & Exchange Commission of Pakistan issued on 21<sup>st</sup> March, 2023 instead of circulation of the annual report through CD/DVD/USB.”

**Statement as required under section 134(3) of the Companies Act 2017, concerning the special business to be considered at the meeting is being sent to the shareholders with this notice.**

BY ORDER OF THE BOARD

ZAHOOR AHMAD  
Company Secretary

Lahore: 06-10-2023

### **Notes:**

1. The share transfer books of the Company will remain closed from October 20, 2023 to October 27, 2023 (both days inclusive). Transfers received office of the at the Company's Registrars, M/s CORPLINK (PVT) LTD, Wing Arcade, 1-K, Commercial Area, Model Town, Lahore by close of business on October 19, 2023, will be treated in time.
2. A member entitled to attend and vote at the Meeting, may appoint another member as his / her proxy to attend, speak and vote on his/her behalf. Proxies effective must be receive at the office of the company not less than 48 hours before holding of meeting.
3. A member, who has deposited his/her shares in Central Depository Company of Pakistan, must bring his/her Participant ID number and account/sub account number alongwith original CNIC or Passport at the time of attending the meeting.
4. In case of corporate entities, Board of Directors' resolution/Power of Attorney with specimen signature of the nominee shall be produced at the time of attending the meeting.

5. To ensure compliance with the SECP Notification SRO 831(1)2012 dated July 05, 2012 read with Notification SRO 19(1)2014 dated January 10, 2014, all members who have not yet submitted their valid CNIC/NTN/Dividend Mandate (bank account detail i.e. Name & Address of Bank, and IBAN), are hereby once again requested to submit the same without further delay.
6. Members can also avail video conference facility, in this regard, please fill the following and submit to registered address of the Company 10 days before holding of the Annual General Meeting. If the Company receives consent from members holding in aggregate 10% or more shareholding residing at a geographical location, to participate in the meeting through video conference at least 10 days prior to date of the meeting, the Company will arrange video conference facility in the city subject to availability of such facility in that city.  
“I/We, \_\_\_\_\_ of \_\_\_\_\_, being a member of Shaffi Chemical Industries Limited, holder of \_\_\_\_\_ ordinary share(s) as per Registered Folio No. \_\_\_\_\_ hereby opt for video conference facility at \_\_\_\_\_.”  
The Company will intimate members regarding venue of video conference facility at least 5 days before the date of the Annual General Meeting along with complete information necessary to enable them to access the facility.
7. The members are hereby notified that under the Companies (Postal Ballot) Regulations, 2018 amended through Notification SRO 2192(1)/2022 dated December 05, 2022 issued by the Securities & Exchange Commission of Pakistan (SECP), wherein SECP has directed all the listed companies to provide the right to vote through electronic voting facility and voting by post to the members on all businesses classified as special business.

Accordingly, members of the company will be allowed to exercise their right to vote through the electronic voting facility or voting by post for the special business in its forthcoming AGM to be held on Friday, October 27, 2023 as per requirements of the Regulations mentioned above.

Detail of the e-voting facility will be shared through an e-mail with those members of the Company who have their valid CNIC numbers, Cell numbers, and e-mail addresses available in the register of members of the Company the close of business on October 19, 2023 by Corplink (Private) Limited, the e-voting service provider.

The identity of the members intending to cast a vote through e-voting shall be authenticated through electronic signature or authentication for login. E-voting lines will start on October 24, 2023 at 9:00 am and close on October 26, 2023 at 5:00 pm. Members can cast their votes at any time during this period. Once members vote on a resolution, they shall not be allowed to change it.

8. The members shall ensure that duly filled and signed ballot paper alongwith a copy of the Computerized National Identity Card (CNIC) should reach at the address, The Chairman, Shaffi Chemical Industries Limited Plot No. 2, Gadoon Amazai, Industrial Estate, Swabi, Khyber-Pakhtoonkhwa or e-mail to the chairman at [cosecretary@diamondfoam.com](mailto:cosecretary@diamondfoam.com) one day before the Annual General Meeting i.e. at end of the business day of October 26, 2023. The signature on the ballot paper shall match the signature on CNIC.
9. As per Section 72 of the Act, all listed companies are required to replace shares issued by them in physical form to book-entry form within four years of the promulgation of the Act. Accordingly, all shareholders of Shaffi Chemical Industries Limited having physical folios / share certificates are requested to convert their shares into book-entry form at the earliest. Maintaining shares in book- entry form will make the process of share handling more efficient and risk free and will facilitate shareholders in the safe custody of shares. Shareholders may contact the Company or Share Registrar, M/s. Corplink (Pvt.) Ltd. 1-K Commercial, Model Town, Lahore, for the conversion of physical shares into book- entry form.
10. The audited financial statements of the company for the year ended June 30, 2023 have been placed at the Company’s website [www.scil.com.pk](http://www.scil.com.pk)

**STATEMENT OF MATERIAL FACTS UNDER SECTION 134(3) OF THE COMPANIES ACT, 2017 RELATING TO THE CIRCULATION OF ANNUAL AUDITED FINANCIAL STATEMENTS THROUGH QR ENABLED CODE AND WEBLINK.**

The Securities & Exchange Commission of Pakistan vide SRO389/(1)/2023 dated March 21, 2023 has allowed listed companies to circulate the Annual Audited Financial Statements through QR enabled code and weblink subject to approval of the shareholders in the general meeting and that the circulation of annual Audited Financial statement through CD/DVD/USB may be discontinued. Accordingly, the matter has been placed for approval of the Shareholders.

Considering the optimum use of advancement in technology and fulfilling the Company's Corporate Social Responsibility, the Company will however, provide hard copy of the Annual Audited Financial Statements to the shareholders at their registered addresses, within seven days, on request, free of cost.

The notice of the meeting shall be dispatched to members as per requirements of the Act, on their registered address, containing the QR code and the weblink address, to view and download the annual audited financial statements together with the reports and documents required to be annexed thereto under the Act. The Company shall circulate the annual audited financial statements along with the Auditors' report, Directors' report, Chairman's Review report etc., through Email in case the Email address has been provided by the members to the Company and the consent of the members to receive the copies through email is not required. The company shall send the complete financial statements with relevant documents in hard copy to the shareholders, at their registered address, free of cost within one week if the member requests for the same.