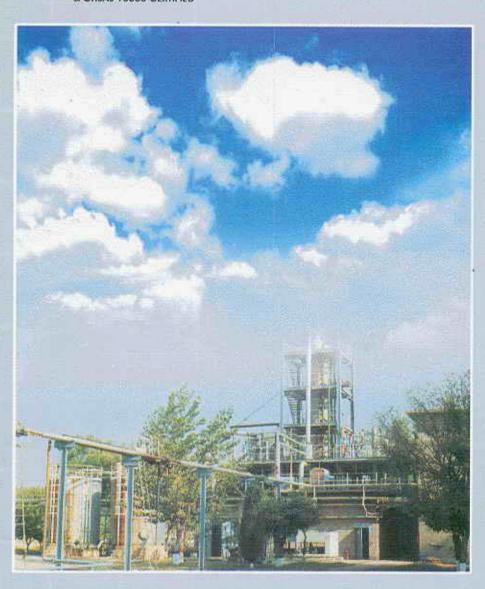


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WAH NOBEL CHEMICALS LIMITED



DRAFT

Ford Rhodes Sidat Hyder & Co. Chartered Accountants

AUDITORS' REPORT TO THE MEMBERS

We have audited the annexed balance sheet of **Wah Nobel Chemicals Limited** as at **June 30, 2006** and the related profit and loss account, cash flow statement and statement of changes in equity together with the notes forming part thereof, for the year then ended and we state that we have obtained all the information and explanations which, to the best of our knowledge and belief, were necessary for the purposes of our audit.

It is the responsibility of the Company's management to establish and maintain a system of internal control, and prepare and present the above said statements in conformity with the approved accounting standards and the requirements of Companies Ordinance, 1984. Our responsibility is to express an opinion on these statements based on our audit.

We conducted our audit in accordance with the auditing standards as applicable in Pakistan. These standards require that we plan and perform the audit to obtain reasonable assurance about whether the above said statements are free of any material misstatement. An audit includes examining on a test basis, evidence supporting the amounts and disclosures in the above said statements. An audit also includes assessing the accounting policies and significant estimates made by management, as well as, evaluating the overall presentation of the above said statements. We believe that our audit provides a reasonable basis for our opinion and, after due verification, we report that:

- in our opinion, proper books of account have been kept by the Company as required by the Companies Ordinance, 1984;
- b) in our opinion:
 - the balance sheet and profit and loss account together with the notes thereon have been drawn up in conformity with the Companies Ordinance, 1984, and are in agreement with the books of account and are further in accordance with accounting policies consistently applied;
 - ii) the expenditure incurred during the year was for the purpose of the Company's business; and
 - the business conducted, investments made and the expenditure incurred during the year were in accordance with the objects of the Company;
- c) In our opinion and to the best of our information and according to the explanations given to us, the balance sheet, profit and loss account, cash flow statement and statement of changes in equity together with the notes forming part thereof conform with approved accounting standards as applicable in Pakistan and give the information required by the Companies Ordinance, 1984 in the manner so required and, respectively, give a true and fair view of the state of the Company's affairs as at June 30, 2006 and of the profit, its cash flows and changes in equity for the year then ended; and
- d) in our opinion Zakat deductible at source under the Zakat and Ushr Ordinance, 1980 (XVIII of 1980), was deducted by the Company and deposited in the Central Zakat Fund established under Section 7 of that Ordinance.

Without qualifying our opinion, we draw attention to note 15.1.2 to the financial statements. The Company is defendant in a lawsuit alleging non-payment of vend and permit fee of Rs. 430 million on methanol to the Excise and Taxation Department, Government of Sindh. The ultimate outcome of the matter cannot presently be determined and no provision for any liability that may result has been made in these financial statements. In the event of an unsuccessful outcome, there is a substantial doubt that the Company will be able to continue as a going concern.

ISLAMABAD:

CHARTERED ACCOUNTANTS

FRIHLG.

WAH NOBEL CHEMICALS LIMITED BALANCE SHEET AS AT JUNE 30, 2006

		2006	2005			2006	2005
	Note	(Rup	ees)		Note	(Rupees)	
SHARE CAPITAL AND RESERVES				NON - CURRENT ASSETS			
Share capital	6	90,000,000	75,000,000				
Capital reserve	7	944,404	944,404	Property, plant and equipment	16	122,532,098	128,061,977
Revenue reserves	8	122,105,899	124,853,215				
		213,050,303	200,797,619				
NON CURRENT LIABILITIES				Long term investment	17	25,000,000	25,000,000
Long term financing - secured	9	18,750,000	37,500,000				
Deferred tax liability	10	23,329,815	18,785,045				
Accumulated compensated absence	11	1,892,329	1,111,538				
CURRENT LIABILITIES				CURRENT ASSETS			
Trade and other payables	12	52,505,465	39,192,100	Stores, spares and loose tools	18	20,194,448	19,959,193
Accrued mark-up	13	3,194,934	3,020,964	Stock in trade	19	46,328,779	49,236,715
Short term borrowings - secured	14	81,236,350	83,940,392	Trade debts	20	144,388,431	137,814,712
Current portion of long term				Advances, deposits and prepayments	21	7,312,691	5,184,381
financing - secured	9	18,750,000	18,750,000	Other receivables	22	25,474,592	6,211,621
				Taxation - net	23	12,623,711	18,211,201
				Cash and bank balances	24	8,854,446	13,417,858
		155,686,749	144,903,456			265,177,098	250,035,681
CONTINGENCIES AND COMMITMENTS	15						
		412,709,196	403,097,658			412,709,196	403,097,658
AUDITORS' REPORT ANNEXED							

The annexed notes from 1 to 43 form an integral part of these financial statements.

WAH NOBEL CHEMICALS LIMITED PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED JUNE 30, 2006

		2006	2005	
	Note	(Rupee	es)	
Sales - net	25	559,959,101	502,463,325	
Cost of sales	26	(481,851,735)	(429,027,751)	
Gross profit		78,107,366	73,435,574	
Profit from trading activity	27	731,501	6,096,750	
		78,838,867	79,532,324	
Administrative and general expenses	28	(11,909,118)	(8,691,227)	
Selling and distribution expenses	29	(19,496,967)	(17,732,868)	
		(31,406,085)	(26,424,095)	
Other operating income	32	4,354,077	10,250	
		51,786,859	53,118,479	
Finance cost	30	(14,325,331)	(10,568,910)	
Other expenses	31	(2,714,074)	(2,336,798)	
		(17,039,405)	(12,905,708)	
Profit before taxation		34,747,454	40,212,771	
Provision for taxation	33	(11,244,770)	(16,370,047)	
Profit after taxation		23,502,684	23,842,724	
Earnings per share - basic and diluted	34	2.61	2.65	

Appropriations have been reflected in the statement of changes in equity.

The annexed notes from 1 to 43 form an integral part of these financial statements.

WAH NOBEL CHEMICALS LIMITED CASH FLOW STATEMENT FOR THE YEAR ENDED JUNE 30, 2006

		2006	2005
	Note	(Rupe	ees)
Cash flows from operating activities			
Profit before taxation		34,747,454	40,212,771
Adjustment for:			
Depreciation		6,425,897	7,505,790
Loss on sale of property, plant and equipment Financial charges on bank borrowings		8,862 13,892,398	79,550 9,525,718
Charge / adjustment based on actuarial valuation of		13,092,390	9,525,710
employees' gratuity fund		503,580	(2,188,488)
Workers' Profit Participation Fund (WPPF)		1,957,595	2,116,462
Workers' Welfare Fund (WWF)		381,000	-
Provision for accumulated compensated absences		780,791	170,938
Provision for doubtful debts		2,493,959	4,094,619
Dividend Income		(2,500,000)	24 204 590
Changes in working capital		23,944,082	21,304,589
(Increase) / decrease in current assets:			
Stores, spares and loose tools		(235,255)	(4,742,070)
Stock in trade		2,907,936	(10,337,167)
Trade debts		(9,067,678)	(16,164,201)
Advances, deposits and prepayments		(2,128,310)	(1,640,817)
Other receivables		(19,766,551)	12,260,461
(Decrease) / increase in current liabilities:			<i>(</i>
Trade and other payables		13,186,821	(5,735,726)
Cash generated from operations		(15,103,037) 43,588,499	(26,359,520) 35,157,840
-		43,300,433	33,137,040
Payments for:		(40.740.400)	(0.000.005)
Financial charges		(13,718,428)	(8,332,095) (840,606)
Employees' gratuity fund WPPF		(2,212,051)	(2,439,440)
Accumulated compensated absences		(2,212,031)	(265,716)
Taxation		(1,112,509)	(12,716,449)
		(17,042,988)	(24,594,306)
Net cash generated from operating activities		26,545,511	10,563,534
Cash flows from investing activities			
Payments for capital expenditure		(906,132)	(839,536)
Proceeds from sale of property, plant and equipment		1,251	5,000
Dividend received		2,500,000	-
Net cash used in investing activities		1,595,119	(834,536)
Cash flows from financing activities			
Long term financing repayments		(18,750,000)	(18,750,000)
Short term borrowings		(2,704,042)	26,354,247
Dividends paid		(11,250,000)	(26,250,000)
Net cash used in financing activities		(32,704,042)	(18,645,753)
Net decrease in cash and cash equivalents		(4,563,412)	(8,916,755)
Cash and cash equivalents at beginning of the year		13,417,858	22,334,613
Cash and cash equivalents at end of the year	24	8,854,446	13,417,858

The annexed notes from 1 to 43 form an integral part of these financial statements.

WAH NOBEL CHEMICALS LIMITED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED JUNE 30, 2006

-	Issued, Subscribed and paid up capital	Capital reserve	Reserve for issue of bonus shares	General reserve Rupees)	Unappropriated profit	Total
Balance as at June 30, 2004	75,000,000	944,404		92,000,000	35,260,491	203,204,895
Balance as at valle 50, 2004	70,000,000	344,404		32,000,000	30,200,431	200,204,000
Dividend @ Rs. 3.50 per share	-	-	-	-	(26,250,000)	(26,250,000)
Transfer to general reserve	-	-	-	8,000,000	(8,000,000)	-
Profit for the year	-	-	-	-	23,842,724	23,842,724
Balance as at June 30, 2005	75,000,000	944,404	-	100,000,000	24,853,215	200,797,619
Dividend @ Rs. 1.50 per share	-	-	-	-	(11,250,000)	(11,250,000)
Transfer from the general reserve to reserve for the issue of bonus shares	-	-	2,000,000	(2,000,000)	-	-
Transfer to the reserve for the issue of bonus shares	-	-	13,000,000	-	(13,000,000)	-
Bonus share issued @ 20%	15,000,000	-	(15,000,000)	-	-	-
Profit for the year	-	-	-	-	23,502,684	23,502,684
Balance as at June 30, 2006	90,000,000	944,404		98,000,000	24,105,899	213,050,303

The annexed notes from 1 to 43 form an integral part of these financial statements.

WAH NOBEL CHEMICALS LIMITED NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED JUNE 30, 2006

1 Status and nature of business

Wah Nobel Chemicals Limited (the Company) was incorporated in Pakistan on May 31,1983 as a public limited company under the Companies Act, 1913, (now the Companies Ordinance, 1984) and its shares are quoted on the Karachi, Lahore and Islamabad stock exchanges of Pakistan. The holding company of the Company is Wah Nobel (Private) Limited and the ultimate holding company is Wah Industries Limited. The registered office and manufacturing facilities of the Company are situated in Wah Cantt, Pakistan.

The principal activity of the Company is to manufacture Formaldehyde and Formaldehyde based liquid resins for use as bonding agent in the chip board, plywood and flush door manufacturing industries. It is also engaged in erection of plants and trading activities.

2 Statement of compliance

These financial statements have been prepared in accordance with approved accounting standards as applicable in Pakistan and the requirements of the Companies Ordinance, 1984. Approved accounting standards comprise of such International Accounting Standards as notified under the provisions of the Companies Ordinance, 1984. Wherever, the requirements of the Companies Ordinance, 1984 or directives issued by the Securities and Exchange Commission of Pakistan differ with the requirements of these standards, the requirements of Companies Ordinance, 1984 or the requirements of the said directives take precedence.

Standards, interpretations and amendments to published approved accounting standards that are not yet effective

i.	IAS 19	Amendments - Employees Benefits	Effective from January 1, 2006
ii.	IAS 39	Financial Instruments: Recognition and Measurement - Fair Value Option	Effective from January 1, 2006
iii.	IAS 1	Presentation of Financial Statements Capital Disclosures	Effective from January 1, 2007

Adoption of above amendments may only impact the extent of disclosures presented in the financial statements.

In addition to above, a new series of standards called "International Financial Reporting Standards (IFRSs)" have been introduced and seven have been issued by International Accounting Standard Board (IASB). Out of these four IFRSs have been adopted by the Institute of Chartered Accountant of Pakistan (ICAP). However, since these have not been adopted by SECP, therefore, do not form part of the approved local financial reporting framework:

IFRS - 2 (Share based Payments);

IFRS - 3 (Business Combinations);

IFRS - 5 (Non-current Assets held for Sale and Discontinued Operations); and

IFRS - 6 (Exploration for and Evaluation of Mineral Resources).

The Company expects that the adoption of these pronouncements mentioned above will have no significant impact on the Company's financial statements in the period of initial application.

3 Critical judgments and estimates

The preparation of financial statements in conformity with the above requirements require the use of certain accounting estimates. It also requires management to exercise its judgment in the process of applying the Company's accounting policies. The matters involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in respective notes to the financial statements.

4 Basis of preparation

These financial statements have been prepared under the historical cost convention.

5 Summary of significant accounting policies

5.1 Staff retirement benefits

a) The Company has the following plans for its employees:

Defined benefit gratuity scheme

The Company operates an approved gratuity fund established under an irrevocable trust to provide gratuity to all its eligible employees on retirement or cessation of their services. Annual contributions to the gratuity fund are based on actuarial valuation using Projected Unit Credit Method, related details of which are given in note 20 to the financial statements. All contributions are charged to profit and loss account for the year. Actuarial gains / losses in excess of 10% of the higher of fair value of fund's assets and present value of defined benefit obligation are recognized over the average remaining service life of the employees.

Defined benefit insured pension scheme

The Company, under an insurance contract, operates an approved defined benefit pension scheme for its permanent employees eligible under Employees Pension Fund Rules. Premiums paid under the insurance policy are charged to the profit and loss account of related year. During the year Rs. 502,071 (2005: 502,071) has been recognized as an expense by the Company.

Defined contributory provident fund

The Company also operates an approved defined contributory provident fund for all eligible employees for which contributions are charged to the profit and loss account. During the year Rs. 574,343 (2005: 574,343) has been recognized as an expense by the Company.

b) Accumulated compensated absences

The Company provides a facility to its employees for accumulating their annual earned leaves. Accumulated compensated absences upto a maximum limit of 120 days for each employee are encashable on cessation of service while absences above this limit are encashed immediately. Provision is made for the additional amount that the Company expects to pay as a result of the unused entitlement that has accumulated at the balance sheet date and related expense thereof is charged to the profit and loss account.

5.2 Taxation

Current taxation

Provision for current taxation is based on taxable income at the current rates of taxation after taking into account available tax credits, rebates and exemptions available, if any, or minimum tax payable under Income Tax Ordinance, 2001, whichever is higher.

Deferred taxation

Deferred tax liability is accounted for using the liability method on all taxable temporary differences, while deferred tax assets are recognized for all deductible temporary differences, carry forward of unused tax losses, if any, to the to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, carry forward of unused tax losses and tax credits can be utilized.

The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax assets to be

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the assets is realized or the liability is settled, based on the tax rates (and tax laws) that have been enacted or substantively enacted at the balance sheet date.

5.3 Trade and other payables

Liabilities for trade and other amounts payable are carried at cost which is the fair value of the consideration to be paid in the future for goods and services received, whether or not billed to the Company.

5.4 Provisions

Provisions are recognized when the Company has a present legal or constructive obligation as a result of past events and it is probable that an out flow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of obligation. However, provisions are reviewed at each balance sheet date and adjusted to reflect current best estimate.

5.5 Dividend and appropriation to reserves

Dividends and appropriations to the reserves are recognized in the period in which these are approved.

5.6 Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation and impairment losses, if any except capital work in progress which is stated at cost.

Depreciation is charged to income at rates given in note 15 applying the reducing balance method . The Company has a policy to depreciate the expansion in plant and machinery on written down value in proportion to utilized capacity till such time the expanded production capacity is fully utilized. Leasehold land is amortized over the period of the lease. Depreciation on additions during the year is calculated from the month of acquisition to the end of the financial year and depreciation on deletions is calculated up to the date of disposal.

Maintenance and normal repairs are charged to income as and when incurred. Major renewals and improvements are capitalized and assets so replaced, if any, are retired.

Profit or loss on disposal of property, plant and equipment is taken to profit and loss account in the year of disposal.

5.7 Impairment

The carrying amounts of the Company's assets are reviewed at each balance sheet date to determine whether there is any indication of impairment loss. If any such indication exists, the asset's recoverable amount is estimated in order to determine the extent of the impairment loss, if any. Impairment losses are recognized as expense in the profit and loss account.

5.8 Long term investments

Investments are initially measured at cost. At subsequent reporting dates, the recoverable amounts are estimated in order to determine the extent of impairment losses, if any, and carrying amounts of investments are adjusted accordingly. Impairment losses are recognized as expense. Where impairment losses subsequently reverse, the carrying amounts of the investments are increased to the revised recoverable amounts but limited to the extent of initial cost of investments. A reversal of impairment loss is recognized in profit and loss account.

5.9 Stores, spares and loose tools

These are valued at lower of cost and net realizable value. Cost is determined on average basis.

5.10 Stock in trade

This is valued at the lower of cost and net realizable value. Cost is determined on moving average basis. Items in transit are valued at cost comprising invoice value plus other charges paid thereon. Net realizable value is the estimated selling price in the ordinary course of business less estimated costs necessary to make the sale.

5.11 Trade and other receivables

Trade and other receivables are recognized and carried at original invoice amount / cost less an allowance for any uncollectible amounts.

5.12 Cash and cash equivalents

Cash and cash equivalents are carried in the balance sheet at cost. For the purpose of cash flow statement, cash and cash equivalents comprise cash in hand, cash with banks on current, saving and deposit accounts and other short term highly liquid investments that are readily convertible to known amounts of cash and which are subject to insignificant risk of change in value.

5.13 Revenue recognition

Revenue from sales of Company's product and merchandise is recognized on delivery of goods to the customers while revenue from erection of plant is recognized on percentage of completion method. Revenue from indenting is recognized when received.

Interest income is accounted for on accrual basis and dividend income is recognized when right to receive is established.

5.14 Borrowing costs

Borrowing costs that are directly attributable to the acquisition, construction and production of qualifying asset are capitalized as part of cost of that asset. All other borrowing costs are charged to the profit and loss account in the year when incurred.

5.15 Operating leases

Lease payments under operating leases are recognized as an expense in the profit and loss account on a straight line basis over the respective lease term.

5.16 Transactions with related parties

All transactions with related parties are booked on the principles of normal commercial practice between independent businesses.

5.17 Financial instruments

All the financial assets and financial liabilities are recognized when the Company becomes a party to the contractual provisions of the instrument and derecognized when the contractual rights that comprise the financial assets are realized, expired or surrendered. Financial liabilities are derecognized when they are extinguished - that is, when the obligation specified in the contract is discharged, cancelled, or expired. Any gain or loss on derecognizing of the financial assets and financial liabilities is taken to the profit and loss account currently. All financial assets and liabilities are initially measured at cost which is the fair value of the consideration given and received, respectively, and subsequently carried at fair value, amortized cost or cost, as the case may be.

Financial instruments carried in the balance sheet include loans, trade and other payables, investments, trade debts, deposits, receivables and cash and bank balances. The particular recognition methods adopted are disclosed in the individual policy statement associated with each financial instrument.

5.18 Offsetting

Assets and liabilities are offset and the net amount is reported in the financial statements only when there is legally enforceable right to set-off the recognized amount and the Company intends either to settle on a net basis, or to realize the assets and to settle the liabilities simultaneously.

				2006	2005		
			Note	(Rupees)			
6	Share capital						
	Authorized						
	20,000,000	(2005 : 20,000,000) ordinary shares of Rs. 10/- each		200,000,000	200,000,000		
	Issued, subscribed an	d paid up					
	6,750,000	($2005:6,750,000$) ordinary shares of Rs. 10 /- each fully paid in cash		67,500,000	67,500,000		
	2,250,000	(2005 : 750,000) ordinary shares of Rs. 10 /- each issued as fully paid		00 500 000	7.500.000		
		bonus shares		22,500,000	7,500,000		
	9,000,000			90,000,000	75,000,000		

Wah Nobel (Private) Limited (the holding company) held 4,970,400 (2005 : 4,142,000) ordinary shares of Rs. 10 /-each at balance sheet date.

7 Capital reserve

Represents exchange gain arising on the translation of foreign currency accounts held by the Company and interest thereon, up to the date of allotment of shares to the overseas Pakistani shareholders who, under an agreement, had subscribed in foreign currency at the rate of Rs. 13 /- per US Dollar.

8 Revenue reserves

General reserve	8.1	98,000,000	100,000,000
Unappropriated profit		24,105,899	24,853,215
		122,105,899	124,853,215

			2006	2005
		Note	(Rupe	es)
8.1	General reserve			
	Balance at the beginning of the year		100,000,000	92,000,000
	Transfer during the year		(2,000,000)	8,000,000
			98,000,000	100,000,000
9	Long term financing - secured			
	Balance at the end of the year	9.1	37,500,000	56,250,000
	Current portion shown under current liabilities		(18,750,000)	(18,750,000)
			18,750,000	37,500,000
Q 1	Represents loan obtained from Askari Commercial Bank	Limited (ACRL) for a	neriod of 5 years in	cluding one year

9.1 Represents loan obtained from Askari Commercial Bank Limited (ACBL) for a period of 5 years including one year grace period and carries mark up @ 6 months Karachi Interbank Offered Rate (KIBOR) plus 150 bps with a floor of 4.5% per annum. The loan is secured against first exclusive charge over plant and machinery financed through ACRI

The principal amount of the loan is repayable in 8 semi-annual equal installments of Rs.9,375,000 each, which commenced from October 19, 2004. Mark up is payable on quarterly basis.

10 Deferred tax liability

This is comprised of following temporary differences:

	Taxable temporary differences:			
	Difference in tax and accounting bases of tangible fixed assets		25,653,737	23,906,000
	Provision for gratuity fund		, , , <u>-</u>	934,108
	Deductible temporary differences:			,
	Unused tax losses (assessed and unassessed)		-	(4,604,026)
	Provision for doubtful debts		(2,323,922)	(1,451,037)
			23,329,815	18,785,045
11	Accumulated compensated absences			
	Balance at the beginning of the year		1,111,538	1,206,316
	Charge for the year		780,791	170,938
			1,892,329	1,377,254
	Payments made during the year			(265,716)
	Balance at the end of the year		1,892,329	1,111,538
12	Trade and other payables			
	Trade creditors		36,478,913	20,750,275
	Bills payable		760,686	1,296,459
	Accrued expenses		2,345,422	2,930,980
	Payable to employees' provident fund		266,810	225,689
	Due to Wah Nobel Acetates Limited - fellow subsidiary		-	1,426
	Due to Wah Nobel (Private) Limited - holding company		29,957	-
	Retention money		43,000	43,000
	Bonus payable		2,508,462	1,969,860
	Sales tax payable		1,293,507	3,128,836
	Unclaimed dividends		978,827	864,673
	Workers' Profit Participation Fund	12.1	1,862,006	2,116,462
	Workers' Welfare Fund	12.2	5,100,974	4,719,974
	Other liabilities		836,901	1,144,466
			52,505,465	39,192,100
12.1	Workers' Profit Participation Fund			
	Balance at the beginning of the year		2,116,462	2,439,440
	Interest for the period on Fund utilized by the Company		95,595	122,807
	Payments during the year		(2,212,051)	(2,562,247)
	Allocation for the year		1,862,000	2,116,462
	Balance at the end of the year		1,862,006	2,116,462

			2006	2005		
			(Rupees)			
12.2	Workers' Welfare Fund					
	Balance at the beginning of the year		4,719,974	4,752,534		
	Payments during the year		=	(32,560)		
	Allocation for the year		381,000	-		
	Balance at the end of the year		5,100,974	4,719,974		
13	Accrued mark-up					
	On long term financing		1,090,255	1,199,466		
	On short term borrowings		2,104,679	1,821,498		
			3,194,934	3,020,964		
14	Short term borrowings - secured					
	Short term running finance - secured	14.1	81,236,350	65,940,392		
	Short term import credit - secured	14.2	-	18,000,000		
			81,236,350	83,940,392		

14.1 Represents balance payable under running finance facility of Rs.100 million (2005 : Rs. 100 million) from Muslim Commercial Bank Limited which is carrying mark up at the rate of 3 months average KIBOR plus 1.5% spread, without a floor or cap, payable quarterly.

The facility is secured against first hypothecation charge over fixed assets of the Company.

14.2 Represents short term credit facility from Muslim Commercial Bank Limited for import of goods through letter of credit and carries mark up at the rate of 10.14% per month. The facility allows maximum credit period of 90 days and is secured against lien over duly executed trust receipt to be utilized for retirement of import documents.

15 Contingencies and commitments

15.1 Contingencies

15.1.1 In 1990, the Government of Sindh levied excise duty @ Rs. 4 per bulk gallon on transport of imported Methanol outside the province of Sindh under the Sindh Abkari Act, 1878. The Company filed a Constitutional Petition No. D 123/91 in the High Court of Sindh that the duty was ultra vires of article 151 of the Constitution. The Court granted interim relief by permitting the Company to remove Methanol by submitting bank guarantees in lieu of payment of excise duty. Accordingly, the Company has submitted bank guarantees of Rs. 8,845,220 (2005 : Rs. 8,845,220) for transport of 7200 tons of Methanol outside Sindh.

On August 12, 2004 the High Court Sindh decided the case in favor of the Company. Excise Department Sindh has filed a leave to appeal in the Supreme Court on September 07, 2004 against the said judgment which is pending adjudication by the Supreme Court.

15.1.2 In 1996, the Government of Sindh raised a demand of Rs. 67,294,724 in respect of vend fee and permit fee for the years 1990-91 to 1995-96, under the Sindh Abkari Act, 1878. The Company filed Constitutional Petition No. D-1412 of 1996 dated August 20, 1996 in the High Court of Sindh challenging the legality of the levy on the grounds that provincial taxation, under the Sindh Abkari Act, 1878 on imported Methanol temporarily stored in Karachi but meant for consumption outside the province of Sindh, was unlawful and ultravires of the Constitution, relying on the judgment of the High Court of Sindh in the case of Crescent Board Limited. The case was decided in the favor of the Company on June 12, 2001 by the High Court, but Sindh Government moved an appeal in the Supreme Court against the decision of the High Court.

After hearing the appeal of Excise Department Sindh against the Company and other Formaldehyde manufacturers, the Supreme Court remanded the case of levy of vend fee and permit fee to the High Court Sindh for adjudication on all points of law and fact. Vide its judgment dated March 26, 2003, High Court Sindh again decided the matter in favor of the Company and other manufacturers. Excise Department filed a leave to appeal in the Supreme Court on June 12, 2003. The Court has admitted the appeal for regular hearing. The case is now awaiting adjudication by the Supreme Court.

Currently all imports of Methanol are being released on payment of Rs. 3/- per bulk gallon in cash and submission of guarantee @ Rs. 14/- per bulk gallon in the form of indemnity bonds. Accordingly, in case of an unfavorable decision of the Supreme Court, the Company is exposed to an aggregate obligation of Rs. 430 million (2005: Rs. 355 million) on account of vend fee and permit fee based on the guarantees issued against methanol imported and released upto the balance sheet date. However, keeping in view the facts and previous decisions, the management is confident that no such exposure will arise to the Company.

15.1.3 Under the Punjab Excise Act, 1914, Excise Commissioner / Director General, Excise and Taxation Department, Punjab has issued a notification dated June 30, 2003 by which the department has levied fees on the import, possession, industrial use and sale of Methanol. The Company and other manufacturers, importers and vendors of Methanol have filed writ petitions in the High Court, Lahore and obtained stay order against these levies.

The case is pending adjudication by the High Court, Lahore.

15.1.4 In 2001, the Deputy Collector of Customs, Central Excise and Sales Tax, Rawalpindi issued a show cause notice against the Company alleging that the Company had evaded sales tax amounting to Rs. 5,668,837 on trading of different items, sales of packaging material and receipts against transportation cost. The said show cause notice was upheld by Order-in-Original passed by Additional Collector Customs, Central Excise and Sales Tax, Rawalpindi. An appeal against the said Order was moved by the Company before the Customs, Central Excise and Sales Tax Appellate Tribunal, Islamabad, which was allowed vide Order dated March 07, 2002 except to the extent of alleged sales tax on transportation costs. Against this order, an appeal has been preferred by the Department before the Lahore High Court, Rawalpindi Bench, which is pending adjudication.

		2006	2005
		(Rupe	es)
15.2	Commitments in respect of:		
15.2.1	Letters of credit for purchase of stocks	61,383,000	48,700,000
15.2.2	Rentals payable under non-cancelable vehicle lease arrangements:		
	not later than one yearlater than one year but not later than five years	1,044,288	559,668
	2006-07	1,044,288	559,668
	2007-08	635,200	559,668
	2008-09	477,111	252,484
	2009-10	63,786	94,395

16 Property, plant and equipment

These are made up as follows:

			СО	S T		D E	PREC	IATI	N C	Written down value (WDV)	Annual rate of
		As at July 01, 2005	Capitalization */ additions / adjustment **	(Disposals) / (capitalization) *	As at June 30, 2006	As at July 01, 2005	Charge for the year	On (disposals) / (transfer)	As at June 30, 2006	As at June 30, 2006	depreciation on WDV
N	lote					(Rupees)					%
Operating assets											
Leasehold land 1	16.1	1,701,971	-	-	1,701,971	1,243,389	56,736	-	1,300,125	401,846	-
Buildings on leasehold land;											
Office building		2,406,019	-	-	2,406,019	718,961	84,352	-	803,313	1,602,706	5
Factory building		16,432,437	-	-	16,432,437	7,657,083	877,535	-	8,534,618	7,897,819	10
Tube well		547,920	-	-	547,920	473,905	7,401	-	481,306	66,614	10
		19,386,376	-	-	19,386,376	8,849,949	969,288	-	9,819,237	9,567,139	
Plant and machinery 1	16.2	189,906,100	-	-	189,906,100	75,950,080	4,863,921	-	80,814,001	109,092,099	10
Furniture and fixtures		688,185	464,751	-	1,152,936	208,708	68,226	-	276,934	876,002	10
Office equipment		666,277	189,731	-	856,008	341,257	41,429	-	382,686	473,322	10
Tools and workshop equipment		2,384,538	-	-	2,384,538	1,881,446	50,309	-	1,931,755	452,783	10
Computer installations		1,441,737	251,650	(28,972)	1,664,415	586,906	186,282	(18,858)	754,330	910,085	20
Motor vehicles		2,664,410	-	-	2,664,410	1,715,882	189,706	-	1,905,588	758,822	20
		218,839,594	906,132	(28,972)	219,716,754	90,777,617	6,425,897	(18,858)	97,184,656	122,532,098	
Capital work in progress		-	- *	* - *	-	-	-	-	-	-	
2006		218,839,594	906,132	(28,972)	219,716,754	90,777,617	6,425,897	(18,858)	97,184,656	122,532,098	
Operating assets		108,736,263	110,366,274	(262,943)	218,839,594	83,450,220	7,505,790	(178,393)	90,777,617	128,061,977	
Capital work in progress		109,526,738	315,652 *	* (109,842,390) *	-	-	-	-	-	-	
2005		218,263,001	110,681,926	(110,105,333)	218,839,594	83,450,220	7,505,790	(178,393)	90,777,617	128,061,977	

^{16.1} Leasehold land measuring 10 acres was acquired on August 01, 1983 from the Cantonment Board, Wah, for an initial period of 30 years and is being amortized over the lease term. The lease is renewable for a period of another 60 years.

^{16.3} Depreciation for the year has been allocated as follows:

		2006	2005
		(Rup	ees)
Cost of goods manufactured	26.1	6,045,621	7,159,860
Administrative and general expenses	28	380,276	345,930
		6,425,897	7,505,790

^{16.2} Production capacity achieved by the newly capitalized Formaldehyde and U.F Glue plants is 24% and 76%, respectively.

17 Long term investment

Represents investment of 2,500,000 (2005: 2,500,000) fully paid ordinary shares of Rs 10/- each of Wah Nobel Acetates Limited (fellow subsidiary). The investment comprises 8.33% of Wah Nobel Acetates Limited share capital as at June 30, 2006 (2005: 8.33%).

	capital as at June 30, 2006 (2005: 8.33%).		2006	2005
		Note	(Rupe	
18	Stores, spares and loose tools	-	(
	Stores		6,977,383	7,239,285
	Spares		13,065,269	9,627,648
	Loose tools		151,796	94,468
	Items in transit		-	2,997,792
		•	20,194,448	19,959,193
19	Stock in trade			
	Raw and packing material		13,793,711	22,362,140
	Trading stock		3,185,361	-
	Work in process		2,932,418	2,399,322
	Finished goods		6,210,281	6,128,371
	Goods in transit		20,207,008	18,346,882
		•	46,328,779	49,236,715
20	Trade debts - unsecured			
	Considered good		144,388,431	137,814,712
	Considered doubtful		6,639,778	4,145,819
		•	151,028,209	141,960,531
	Provision for doubtful debts	20.1	(6,639,778)	(4,145,819)
			144,388,431	137,814,712
20.1	Reconciliation of provision for doubtful debts		· ·	
	Opening provision		4,145,819	51,200
	Charge for the year		3,109,074	4,094,619
		•	7,254,893	4,145,819
	Reversal during the year		(615,115)	-
	Balance at the end of the year		6,639,778	4,145,819
21	Advances, deposits and prepayments			
	Advances - unsecured, considered good			
	to suppliers	[6,449,981	4,519,844
	to employees for expenses		807,790	570,071
		•	7,257,771	5,089,915
	Deposits		40,070	40,070
	Prepayments		14,850	54,396
		•	7,312,691	5,184,381
21.1	The maximum aggregate amount of advances due fror associated undertakings at the end of any month during the			utives and from
22	Other receivables			
	Interest accrued		51,229	29,866
	Due from associated undertakings	22.1	29,384	2,386,886
	Sales tax refundable		378,474	650,088
	Receivable from / (payable to) employees gratuity fund	22.2	2,165,301	2,668,881
	Letter of credit margin		22,098,900	-
	Others		751,304	475,900
		:	25,474,592	6,211,621
22.1	Due from associated undertakings			
	Wah Nobel (Private) Limited - holding company		-	1,997,770
	Wah Nobel Detonators (Private) Limited - fellow subsidiary		-	389,116
	Wah Nobel Acetates Limited - fellow subsidiary		29,384	
			29,384	2,386,886

		2006	2005
	Note	(Rupe	es)
22.2	Receivable from / (payable to) employees gratuity fund		
a)	Movement in the asset / (liability) recognized in the balance sheet:		
	Balance at beginning of the year	2,668,881	(360,213)
	Charge for the year	(503,580)	2,188,488
	Payments to the fund during the year Balance at end of the year	2,165,301	840,606 2,668,881
		2,103,301	2,000,001
b)	Reconciliation of the asset / (liability) recognized in the balance sheet:		
	Present value of defined benefit obligation	(5,415,392)	(4,922,435)
	Fair value of plan assets	8,519,159	8,529,782
	Surplus / (deficit) Unrecognized actuarial gain	3,103,767 (938,466)	3,607,347 (938,466)
	Net asset / (liability)	2,165,301	2,668,881
			_,,,,,,,,,
c)	Amounts charged to profit and loss account during the current year:		
	Current service cost	(581,521)	(433,040)
	Interest cost	(443,019)	(435,958) 740,614
	Expected return on plan assets Charge due to application of Projected Unit Credit Method	520,960	2,316,872
	onargo duo to apprioation or respected only oroals method	(503,580)	2,188,488
d)	Actuarial valuation of these plans was carried out as at June 30, 2006 u		
u,	Significant actuarial assumptions used were as follows:	oning i rojeoted om	Great Metrica.
	Discount factor per annum	9%	9%
	Expected rate of increase in salary level per annum	8%	8%
	Expected rate of return on plan assets per annum Average expected remaining working life time of employees	10% 13 years	10% 13 years
	Average expected remaining working life time or employees	15 years	15 years
23	Taxation - net		
	Advance tax	19,323,711	21,085,203
	Provision for current taxation	(6,700,000)	(2,874,002)
		12,623,711	18,211,201
24	Cash and bank balances		
	Cash with banks		
	in current accounts	6,146,753	10,791,692
	in deposit accounts	2,582,666	2,595,814
		8,729,419	13,387,506
	Cash in hand	125,027 8,854,446	30,352 13,417,858
	Cash with bank in deposit accounts include Rs 2,582,666 (2005 : Rs 2,56 bank.	82,666) under lien	of a commercial
25	Sales		
	Gross revenue from sale of manufactured products	643,584,370	533,215,098
	Sales tax	(83,625,269)	(69,601,001)
		559,959,101	463,614,097
	Revenue from service charges	-	38,849,228
		559,959,101	502,463,325
26	Cost of sales		
	Cost of goods manufactured 26.1	481,447,484	426,613,657
	Packing material consumed	486,161	224,173
	· · · · · · · · · · · · · · · · · · ·	481,933,645	426,837,830
	Opening stock of finished goods	6,128,371	8,318,292
	Closing stock of finished goods	(6,210,281)	(6,128,371)
		481,851,735	429,027,751

			2006	2005
		Note	(Rupe	es)
26.1	Cost of goods manufactured			
	Raw material consumed	26.1.1	430,118,647	377,382,433
	Stores and spares consumed		8,528,309	7,378,502
	Salaries, wages and other benefits		15,187,617	12,903,697
	Fuel and power		16,623,984	18,867,589
	Rent, rates and taxes		109,130	459,174
	Insurance		2,835,358	2,499,381
	Repairs and maintenance of vehicles		603,524	564,988
	Car lease rentals		442,613	197,611
	Miscellaneous expenses		1,485,777	1,431,574
	Depreciation	16.3	6,045,621	7,159,860
	Manufacturing cost		481,980,580	428,844,809
	Opening stock of work in process		2,399,322	168,170
	Closing stock of work in process		(2,932,418)	(2,399,322)
			481,447,484	426,613,657
26.1.1	Raw material consumed			
	Opening stock		22,362,140	12,387,042
	Purchases during the year		421,550,218	387,357,531
	• ,		443,912,358	399,744,573
	Closing stock		(13,793,711)	(22,362,140)
	•		430,118,647	377,382,433
27	Profit from trading activity			
	Gross sales		7,538,816	82,865,111
	Sales tax		(983,324)	(10,528,006)
	Calob tax		6,555,492	72,337,105
	Cost of sales		(5,823,991)	(66,240,355)
	Net profit on trading		731,501	6,096,750
28	Administrative and general expenses			<u> </u>
20	•			
	Salaries, wages and other benefits		4,347,780	1,663,401
	Management fee		800,000	725,000
	Office rent		230,362	78,004
	Electricity and water charges		453,961	414,610
	Postage, telephone and telex		262,961	372,747
	Printing and stationery		493,860	413,657
	Traveling and conveyance		140,513	272,139
	Entertainment		122,867	38,731
	Legal and professional charges		1,091,933	1,278,086
	Fees and subscription		96,798	93,893
	Advertisement and publicity		108,889	154,779
	Vehicles running and maintenance expenses Car lease rentals		233,972	203,704
			177,897	132,268
	Provision for doubtful debts Donations	28.1	2,493,959	4,094,619 15,450
	Miscellaneous expenses	۷۰.۱	14,100 458 990	15,450 582,697
	Depreciation	16.3	458,990 380,276	345,930
	Adjustment based on actuarial valuation of gratuity scheme	10.5	J00,270 -	(2,188,488)
	Adjustment based on actualial valuation of gratuity scrience		11,909,118	8,691,227

^{28.1} These donations do not include any amount paid to any person or organization in which the Chief Executive, Directors or their spouses had any interest.

			2006	2005
		Note	(Rupe	es)
29	Selling and distribution expenses			
	Salaries, wages and other benefits		3,028,594	1,393,282
	Postage, telephone and telex		85,233	87,189
	Printing and stationery		16,063	57,388
	Sales promotions		-	168,630
	Traveling and conveyance		188,424	166,696
	Carriage and octroi		13,646,892	13,064,763
	Vehicle running expenses		1,434,531	1,407,911
	Transit insurance		682,382	1,024,841
	Entertainment		936	8,998
	Car lease rental		380,523	271,475
	Miscellaneous expenses		33,389	81,695
			19,496,967	17,732,868
30	Finance cost			
	Mark up on long term financing		5,021,986	4,332,766
	Interest on Workers' Profit Participation Fund		95,595	122,807
	Mark up on short term finances		8,870,412	5,192,952
	Bank charges		337,338	920,385
			14,325,331	10,568,910
31	Other expenses			_
	Workers' Profit Participation Fund		1,862,000	2,116,462
	Workers' Welfare Fund		381,000	2,110,402
	Auditors' remuneration	31.1	471,074	220,336
	Additional formation	01.1	2,714,074	2,336,798
31.1	Auditors' remuneration			_,,,,,,,,,
31.1	Additors remuneration			
	Audit fee		310,000	210,000
	Out of pocket expenses		161,074	10,336
			471,074	220,336
32	Other operating income			
	Interest on term deposits		103,306	89,800
	Dividend income		2,500,000	-
	(Loss) on sale of property, plant and equipment		(8,862)	(79,550)
	Others		1,759,633	-
			4,354,077	10,250
22	Duration for toyotica			· · · · · · · · · · · · · · · · · · ·
33	Provision for taxation			
	Current - for the year		6,700,000	2,874,002
	Deferred		4,544,770	13,496,045
			11,244,770	16,370,047
33.1	Tax charge reconciliation			
	Numerical reconciliation between the average effective tax rate an	d the appl	icable tax rate:	
			%	
	Applicable tax rate		35.00	
	Tax effects of amounts that are not deductible for tax purposes		(0.60)	
	Tax effect of charge in prior years' tax		(2.04)	
	Average effective tax rate charge to profit and loss account		32.36	
	Last year the income tax was based on section 113 of the Ir minumum tax charge at the rate of one half percent on the 0			•
	reconciliation is not presented for last year.	1 7		
	•			

23,502,684

9,000,000

2.61

23,842,724

9,000,000

2.65

34

Earnings per share
Net profit after tax

Number of ordinary shares outstanding during the year

Earnings per share-basic and diluted

35.1 Financial assets and liabilities

Financial assets and liabilities					2006			
	-	Markup / interest bearing			Non-markup / interest bearing			
	Effective interest rates	Maturity upto one year	Maturity after one year	Sub total	Maturity upto one year	Maturity after one year	Sub total	Total
	%				(Rupees)			
Financial assets								
Long term investments		-	-	-	-	25,000,000	25,000,000	25,000,000
Trade debts		-	-	-	144,388,431	-	144,388,431	144,388,431
Deposits		-	-	-	40,070	-	40,070	40,070
Other receivables		-	-	-	22,930,817	-	22,930,817	22,930,817
Cash and bank balances	3	2,582,666	-	2,582,666	6,271,781	-	6,271,781	8,854,447
		2,582,666		2,582,666	173,631,099	25,000,000	198,631,099	201,213,765
Financial liabilities								
Long term financing	10.5	18,750,000	18,750,000	37,500,000	-	-	-	37,500,000
Short term borrowings	10.6	81,236,350	-	81,236,350	-	-	-	81,236,350
Trade and other payables		-	-	-	43,982,168	-	43,982,168	43,982,168
Interest and mark up accrued		-	-	-	3,194,934	-	3,194,934	3,194,934
		99,986,350	18,750,000	118,736,350	47,177,102		47,177,102	165,913,452
Off balance sheet items								
Contingent liabilities		-	-	-	430,000,000	-	430,000,000	430,000,000
Letters of guarantee		-	-	-	8,845,220	-	8,845,220	8,845,220
Letters of credit		-	-	-	61,383,000	-	61,383,000	61,383,000
				-	500,228,220		500,228,220	500,228,220

					2005			
	-	Marku	p / interest bea	aring	Non-ma	rkup / interest	bearing	
	Effective interest rates %	Maturity upto one year	Maturity after one year	Sub total	Maturity upto one year (Rupees)	Maturity after one year	Sub total	Total
Financial assets	70				(кирсез)			
Long term investments Trade debts Deposits Other receivables Cash and bank balances	3	- - - - 2,595,814	- - - -	- - - - 2,595,814	137,814,712 40,070 2,892,652 10,822,044	25,000,000 - - - -	25,000,000 137,814,712 40,070 2,892,652 10,822,044	25,000,000 137,814,712 40,070 2,892,652 13,417,858
		2,595,814		2,595,814	151,569,478	25,000,000	176,569,478	179,165,292
Financial liabilities								
Long term financing Short term borrowings Trade and other payables Interest and mark up accrued	10.14 7.78	83,940,392 - -	37,500,000 - - -	37,500,000 83,940,392 - - -	29,001,139 3,020,964	- - -	29,001,139 3,020,964	37,500,000 83,940,392 29,001,139 3,020,964
	10.14	18,750,000	-	18,750,000	-		-	18,750,000
Off balance sheet items		102,690,392	37,500,000	140,190,392	32,022,103		32,022,103	172,212,495
Contingent liabilities Letters of guarantee Letters of credit		- - -	- - -	-	355,000,000 8,845,220 48,700,000	- - -	355,000,000 8,845,220 48,700,000	355,000,000 8,845,220 48,700,000
					412,545,220		412,545,220	412,545,220

35.2 Risk management

a) Concentration of credit risk

Credit risk represents the accounting loss that would be recognized at the reporting date if counter parties failed completely to perform as contracted. The Company does not have significant exposure to any individual customer.

b) Foreign exchange risk management

Foreign currency risk arises mainly where receivables and payables exist due to transactions entered into foreign currencies. Foreign currency risk is minimal as the Company does not have significant dealings in foreign currencies.

c) Interest / mark-up rate risk

Interest / mark-up rate risk arises from the possibility that changes in interest / mark-up rates will affect the value of financial instruments. The Company has both long term and short term financing / borrowing at variable rates based on KIBOR. Rates of interest / markup prevailing during the year on these borrowings are disclosed in note 35.1.

d) Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities, the availability of funding to an adequate amount of committed credit facilities and the ability to close out market positions due to the dynamic nature of the business. The Company's treasury aims at maintaining flexibility in funding by keeping committed credit lines.

35.3 Fair value of financial assets and liabilities

The carrying values of all financial assets and liabilities reflected in the financial statements approximate their fair values except for long term investment which is stated at cost.

36 Remuneration of Chief Executive, Directors and Executives

- **36.1** No fee or remuneration was paid by the Company to Chief Executive and Directors except for the lump sum amount of Rs. 800,000/- (2005 : Rs. 725,000/-) charged by Wah Nobel (Private) Limited, as management fee as disclosed in note 27.
- **36.2** None of the employees other than Chief Executive and Directors, fall under the definition of "Executive" as given in Fourth Schedule to the Companies Ordinance, 1984.

37 Transactions with related parties

The related parties comprise holding company, ultimate holding company, related group companies, directors of the Company, other companies with common directorship, staff retirement benefit funds and key management personnel.

The Company's significant related party transactions consist of transactions with holding company and related group companies. Following are the related group companies with whom transactions were undertaken during the year:

Wah Nobel (Private) Limited - holding company

Wah Nobel Acetates Limited - fellow subsidiary

Wah Nobel Detonators (Private) Limited (WNDL) - fellow subsidiary

Details of transactions with these related parties, other than those which have been specifically disclosed elsewhere in these financial statements are as follows:

	2006	2005
	(Rupe	ees)
Receipts of funds from the holding company	67,635,479	125,529,725
Repayment of funds to the holding company	68,000,000	115,388,162
Expenses incurred (on behalf of) / by the group companies	1,486,121	677,457
Service charges billed and recovered through WNDL	<u> </u>	34,392,160
Vehicles lease rentals paid by the holding company	875,316	349,423
Dividend paid to the holding company	6,123,000	14,497,000
Bonus shares issued to the holding company	8,284,000	-

38 Capacity and production

	Designed Annual Capacity		Actual Prod	luction
	2006	2005	2006	2005
Formaldehyde and Formaline				
Solvent	30,000	30,000	18,657	20,301
Urea / Phenol Formaldehyde	19,000	19,000	16,754	15,003

39 Number of employees

Total number of permanent employees as at June 30, 2006 was 102 (2005:83)

40 Proposed dividend

The Board of directors at the meeting held on November 27, 2006 have proposed for the year ended June 30, 2006 cash dividend of Rs.2.00 per share (2005: Rs. 1.5 per share), amounting to Rs.18.000 million subject to approval of members at the annual general meeting to be held on December 27, 2006.

41 Comparative figures

Previous year figures have been rearranged and reclassified wherever necessary for the purposes of comparison.

42 Date of authorization

These financial statements were authorized for issue on November 27, 2006 by the Board of Directors of the Company.

43 General

Figures have been rounded off to the nearest rupee.