GHANI GLOBAL HOLDINGS LIMITED

Ghani Global Group

GGL/Corp-AGM/PSX-2

October 06, 2022

The General Manager
Pakistan Stock Exchange Limited
Stock Exchange Building
Stock Exchange Road
Karachi.

THROUGH COURIER SERVICE

Decision of Board Meeting other than Financial Results

Dear Sir,

Please refer to our earlier letter GGL/Corp/PSX dated October 06, 2023 (regarding meeting in progress), it is to inform you that the following agenda items other than financial results have been approved by the board of directors of Ghani Global Holdings Limited in their meeting held on today the October 06, 2023:

1- To hold Annual General Meeting of the Company on Saturday, October 28, 2023 and its agenda items.

2- Notice of 16th Annual General Meeting, being published in newspapers and circulation to the shareholders of the Company are attached.

Agenda item regarding approval of Annual Audited Accounts of the Company for the year ended June 30, 2023 is still in progress.

You may please inform the TRE Certificate Holders of the Exchange accordingly.

For and on behalf of
Ghani Global Holdings Limited

FARZAND ALI
Company Secretary

Encl: - As Above

CC: The Executive Director / HOD, Offsite–II Department, Supervision Division, SECP, ISD

Corporate Office:
10-N, Model Town Ext. Lahore - 54000, Pakistan. UAN: 111-Ghani1, Ph: +92-42-35161424-5, Fax: +92-42-35160393
E-mail: info.holdings@ghaniglobal.com, Web: www.ghaniglobal.com

GHANI GLOBAL HOLDINGS LIMITED

Ghani Global Group

Faith.... Experience.... Innovation.... Growth

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that 16th Annual General Meeting (AGM) of Ghani Global Holdings Limited (the Company) will be held on Saturday, October 28, 2023, at 12:30 PM, at registered office of the Company, at 10-N, Model Town Ext., Lahore, to transact the following business:-

1. To receive, consider and adopt the Annual Audited Accounts of the Company for the year ended June 30, 2023 together with Directors' and Auditors' Reports thereon.

   In accordance with Section 223 of the Companies Act, 2017, and pursuant to S.R.O. 389(I)/2023 dated March 21, 2023, the financial statements of the Company have been uploaded on the website of the Company which can be downloaded from the following weblink and QR enabled code:

https://www.ghaniglobal.com/annual-reports/	

2. To appoint auditors of the Company for the year ending June 30, 2024 and to fix their remuneration. The retiring auditors' M/S ShineWing Hameed Chaudhri & Co., Chartered Accountants, being eligible, have offered themselves for reappointment.

3. To elect seven (07) directors as fixed by the board under the provisions of the Companies Act, 2017 for a period of three years commencing from October 31, 2023. The names of retiring directors are as under:

1.	Mr. Masroor Ahmad Khan	2.	Mr. Atique Ahmad Khan
3.	Hafiz Farooq Ahmad	4.	Mr. Umar Ahmad
5.	Mr. Muhammad Ashraf Bawany	6.	Mr. Mahmood Ahmed
7.	Ms. Farzin Khan		

4. Any other business with permission of the Chair.

SPECIAL BUSINESS

5. To consider and if deemed fit to enhance the amount of cross corporate guarantees from Rs. 1,190 million to Rs. 1,500 million to the bank(s) for financing facility to its subsidiary company namely, Ghani Chemical Industries Limited by passing the following special resolution with or without modification(s), addition(s) or deletion(s) under section 199 of the Companies Act, 2017:

   "RESOLVED THAT in pursuant to the requirements of section 199 of the Companies Act, 2017 the Company (Ghani Global Holdings Limited) be is hereby authorized to increase/enhance the amount of additional cross corporate guarantees from Rs.1,190 million to Rs.1,500 million for a maximum period of six (06) years to the banks of Ghani Chemical Industries Limited (one of the subsidiary of the Company) subject to terms and conditions already approved by the shareholders of the Company in their Extraordinary General Meeting dated July 10, 2023 and/or as mentioned in the statements under section 134(3) of the Companies Act, 2017 annexed hereto."

   "FURTHER RESOLVED THAT the above said resolutions shall be valid for a period of six years starting from the date of approval by the shareholders of the Company and the Chief Executive Officer and/or Company Secretary of the Company be and are hereby singly empowered and authorized to undertake the decision of said enhancement of investment as and when required and to take all steps and actions necessary, incidental and ancillary including execution of any and all documents and agreements as may be required in this regard and to do all acts, matters, deeds and things as may be necessary or expedient for the purpose of implementing the aforesaid resolutions."

By Order of the Board
FARZAND ALI
Company Secretary

Place: Lahore
Dated: October 06, 2023

Notes:

1. **BOOK CLOSURE**

   Share Transfer books of the Company will remain closed and no transfer of shares will be accepted for registration from Saturday, October 21, 2023 to Saturday, October 28, 2023 (both days inclusive). Transfer received in order at the office of the share registrar

   Digital Custodian Company Limited
   4-F, Perdesi House, Old Queens Road, Karachi
   Telephone No. 021 32419770, Email: muhammad.suleman@digitalcustodian.com

   at the close of business on Thursday, October 20, 2022 will be treated in time for the purpose of attendance in the AGM.

2. **ELECTION OF DIRECTORS**

   Any person who seeks to contest the election as director of the Company shall, whether he/she is a retiring director or otherwise, send his/her nomination along with all requisite documents (under Companies Act, 2017 and Listed Companies (Code of Corporate Governance) Regulation, 2019) for election, duly signed by the member or members making the nomination or by their duly authorized representative, to the Company at its registered office, 10-N, Model Town Extension, Lahore which should be received not less than fourteen (14) clear days before the date of the meeting.

   In compliance with the provisions of Regulation 7A of the Listed Companies (Code of Corporate Governance) Regulation, 2019 vide SECP Notification S.R.O.906(1)/2023 dated July 07, 2023, election of directors will be held in the following categories:

Sr. No.	Name of Category	No. of Directors to be elected
1	Female Director	01
2	Independent Directors	02
3	Other Directors	04

   Any member while submitting his/her Notice of Intention shall select any one of the above categories and clearly mention his Notice of Intention for which category he/she seeks to contest the election of directors.

3. **ATTENDANCE OF MEETING**

   A member entitled to attend, speak and vote at the AGM is entitled to appoint a proxy to attend, speak and vote instead of him/her.

   Proxies in order to be effective duly signed, filled and witnessed must be deposited at the Registered Office of the Company, along with the attested copies of valid Computerized National Identity Card (CNIC) or Passport, not less than 48 hours before the meeting.

   CDC Account Holders will have to follow the guidelines as laid down in Circular No. 1 dated January 26, 2000 issued by the SECP for attending the meeting.

   Attendance in the meeting shall be on production of original CNIC or passport.

   Keeping precautionary measures regarding COVID-19, the Company intends to convene this AGM with minimal physical interaction of shareholders while ensuring compliance with the quorum requirements and requests the members to consolidate their attendance and voting at the AGM through proxies and/or video link.

   The Company has made arrangements to ensure that all participants, including shareholders, can now participate in the AGM proceedings via video link. In order to attend the meeting through video link. Members are requested to share the below information at agmggl23@ghaniglobal.com, for their appointment/registration and proxy verification by or before Saturday, October 21, 2023 as per below format.

Full Name	Folio/CDC No.	Company Name	CNIC Number	Registered Email Address	Cell Number

   Video link details and login credentials will be shared with those members whose registered emails containing all the particulars are received on or before Saturday, October 21, 2023.

   Shareholders can also provide their comments and questions for the agenda items of the AGM at the email address agmggl23@ghaniglobal.com.

4. **AVAILABILITY OF AUDITED FINANCIAL STATEMENTS ON COMPANY'S WEBSITE:**

   The audited financial statements of the Company for the year ended June 30, 2023 have been made available on Company's website www.ghaniglobal.com in addition to annual and quarterly financial statements for the prior years.

   Notwithstanding the above, the Company will provide hard copies of the audited financial statements, to the Members on their request, at their registered address, free of cost, within one (1) week of receiving such request.

5. **CHANGE IN ADDRESS AND CNIC**

   Members are requested to notify/submit the following information / documents, in case of book entry securities in CDS to their respective participants and in case of physical shares to the registrar of the Company by quoting their folio numbers and name of the Company at the above mentioned address of the Company's Share Registrar, if not earlier notified/submitted:

   - Change in their address, if any
   - Members, who have not yet submitted attested photocopy of their valid CNIC are requested to submit the same along with folio numbers at earliest, directly to the Company's Share Registrar.

Statement under section 134 (3) of the Companies Act, 2017 is annexed with the notice of Annual General Meeting to the Shareholders

غنی گلوبل ہولڈنگز لمیٹڈ

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نوٹس برائے سالانہ اجلاس عام

بذریعہ ہذا مطلع کیا جاتا ہے کہ غنی گلوبل ہولڈنگز لمیٹڈ (کمپنی) کا 16 واں سالانہ اجلاس عام مورخہ 28 اکتوبر 2023، بروز ہفتہ، دن 12:30 بجے کمپنی کے رجسٹرڈ دفتر واقع N-10، ماڈل ٹاؤن ایکسٹینشن، لاہور میں درج ذیل امور کی انجام دہی کے لئے منعقد ہوگا:

معمولی امور

1. 30 جون 2023 کو ختم ہونے والے سال کے لئے کمپنی کے سالانہ آڈٹ شدہ اکاؤنٹس مع اس پر ڈائریکٹرز اور آڈیٹرز کی رپورٹیں وصول کرنا، ان پر غور کرنا اور ان کی منظوری دینا۔

کمپنیز ایکٹ، 2017 کے سیکشن 223 کے تحت اور S.R.O.389(I)/2023 مورخہ 21 مارچ 2023 کی رو سے کمپنی کی فنانشل سٹیٹمنٹس کمپنی کی ویب سائٹ پر اپ لوڈ کر دی گئی ہیں جو نیچے دیئے گئے ویب لنک اور QR Enabled Code سے ڈاؤن لوڈ کی جا سکتی ہیں:

https://www.ghaniglobal.com/annual-reports/

2. کمپنی کے آڈیٹرز کا تقرر برائے مالی سال مختتمہ 30 جون 2024ء اور ان کی فیس کا تعین کرنا۔ ریٹائر ہونے والے آڈیٹرز شائن ونگ حمید چودھری اینڈ کو، چارٹرڈ اکاؤنٹنٹس، نے اہل ہونے کے ناطے دوبارہ تقرری کی پیشکش کی ہے۔

3. کمپنیز ایکٹ، 2017 کی دفعات کے تحت جیسا کہ بورڈ کی طرف سے مقرر کیا گیا ہے، سات (07) ڈائریکٹرز کو 31 اکتوبر 2023 سے شروع ہونے والی تین سالہ مدت کے لئے منتخب کرنا۔

ریٹائر ہونے والے ڈائریکٹرز کے نام درج ذیل ہیں:

.1	جناب مسرور احمد خان	.2	جناب تنویر احمد خان	.3	حافظ فاروق احمد
.4	جناب عمر احمد	.5	جناب محمد اشرف بوانی	.6	جناب محمد احمد
.7	محترمہ فرزین خان				

3. چیئرمین کی اجازت سے کسی دیگر امور کی انجام دہی۔

خصوصی امور

4. کمپنیز ایکٹ، 2017 کے سیکشن 199 کے تحت درج ذیل خصوصی قرارداد کی ترمیم یا ترامیم، اضافے یا اضافوں یا حذف کے ساتھ یا ان کے بغیر منظور کرتے ہوئے اپنی ذیلی کمپنی، غنی کیمیکل انڈسٹریز لمیٹڈ کو فنانسنگ کی سہولت کے لئے بینک یا بینکوں کو کراس کارپوریٹ گارنٹی کی رقم 1,190 ملین روپے سے 1,500 ملین روپے تک بڑھانے پر غور کرنا اور اگر موزوں سمجھا جائے تو اسے بڑھانا:

''قرار دیا جاتا ہے کہ کمپنیز ایکٹ 2017 کے سیکشن 199 کی شرائط کی رو سے غنی گلوبل ہولڈنگز لمیٹڈ (کمپنی) کو بذریعہ ہذا اختیار دیا جاتا ہے کہ وہ اپنے خیر معمولی اجلاس منعقدہ 10 جولائی 2023 میں کمپنی کے حصص داران کی پہلے سے منظور شدہ شرائط وضوابط کے تحت اضافی کراس کارپوریٹ گارنٹی کی رقم زیادہ سے زیادہ چھ (6) سالہ مدت کے لئے 1,190 ملین روپے سے 1,500 ملین روپے تک بڑھا سکتی ہے اور جاری کر سکتی ہے۔''

''مزید قرار دیا جاتا ہے کہ مذکورہ بالا قراردادیں حصص داران کی جانب سے منظوری کی تاریخ سے چھ سالہ مدت کے لئے موثر ہوں گی اور کمپنی کے چیف ایگزیکٹو آفیسر اور/ کمپنی سیکرٹری کو بذریعہ ہذا واحد یا اختیار اور مجاز بنایا جائے اور بنایا جاتا ہے کہ وہ جب اور جیسے ضروری سمجھیں سرمایہ کاری میں مذکورہ اضافے کے فیصلے پر عمل کر سکتے ہیں اور تمام ضروری اقدامات وافعال، جو واقعتاً اور ملحقہ ہوں، بشمول کسی اور تمام دستاویزات اور معاہدوں کی انجام دہی کر سکتے ہیں جیسا کہ اس سلسلے میں ضروری ہو، اور ایسے تمام کام، معاملات، ڈیڈز، اور چیزیں کر سکتے ہیں جیسا کہ مذکورہ بالا قراردادوں پر عملدرآمد کے مقصد کے لئے ضروری یا قرین مصلحت ہو۔''

منجانب بورڈ
فرزند علی
کمپنی سیکرٹری

لاہور
تاریخ: 6 اکتوبر 2023

نوٹس:

1. کتب کی بندش

کمپنی کی حصص منتقلی کی کتب مورخہ 21 اکتوبر 2023 بروز ہفتہ تا مورخہ 28 اکتوبر 2023 بروز ہفتہ (بشمول دونوں ایام) بند رہیں گی اور حصص کی کوئی منتقلی رجسٹریشن کے لئے قبول نہیں کی جائے گی۔ دفتر شیئر رجسٹرار

ڈیجیٹل کسٹوڈین کمپنی لمیٹڈ
F-4، پردیسی ہاؤس، اولڈ کوئینز روڈ کراچی
فون: 021 32419770، ای میل: muhammad.suleman@digitalcustodian.co

میں بروز جمعہ مورخہ 20 اکتوبر 2023 میں اوقات کار ختم ہونے پر موصولہ منتقلیوں کو سالانہ اجلاس میں حاضری کے مقصد کے لئے بروقت تصور کیا جائے گا۔

2. ڈائریکٹرز کا انتخاب

کوئی بھی شخص جو انتخاب میں حصہ لینے کا خواہشمند ہو، چاہے وہ ریٹائر ہونے والے ڈائریکٹر ہوں یا بصورت دیگر، وہ انتخاب کے لئے اپنی نامزدگی مع تمام مطلوبہ دستاویزات (کمپنیز ایکٹ، 2017 اور لسٹڈ کمپنیز (کوڈ آف کارپوریٹ گورننس) ریگولیشن، 2019 کے تحت)، نامزدگی کرنے والے رکن یا ارکان کے دستخط کے ساتھ، یا اپنے مجاز نمائندے کے ذریعے، کمپنی کو اس کے رجسٹرڈ دفتر N-10، ماڈل ٹاؤن ایکسٹینشن، لاہور کے پتہ پر بھجوا دیں جو اجلاس کی تاریخ سے قبل زیادہ سے زیادہ چودہ (14) واضح ایام میں موصول ہو جانی چاہیئے۔

لسٹڈ کمپنیز (کوڈ آف کارپوریٹ گورننس) ریگولیشن، 2019 کے ریگولیشن 7A کی دفعات کے تحت SECP کے نوٹیفکیشن 906(1)/2023 بتاریخ 07 جولائی 2023 کی پاسداری کرتے ہوئے ڈائریکٹرز کا انتخاب درج ذیل کیٹیگریز میں منعقد ہوگا:

نمبر شمار	نام کیٹیگری	انتخاب کے لئے ڈائریکٹرز کی تعداد
.1	خاتون ڈائریکٹر	01
.2	آزاد ڈائریکٹرز	02
.3	دیگر ڈائریکٹرز	04

کوئی بھی رکن اپنا نوٹس برائے آمادگی جمع کرواتے وقت مندرجہ بالا کیٹیگریز میں سے کسی ایک کا انتخاب کرے گا اور اپنے نوٹس برائے آمادگی کا واضح طور پر ذکر کرے گا کہ وہ کس کیٹیگری کے لئے انتخاب لڑنا چاہتا ہے۔

3. اجلاس میں حاضری

سالانہ اجلاس عام میں شرکت، تقریر اور ووٹ دینے کا استحقاق رکھنے والے رکن کو اپنی جگہ شرکت کرنے، تقریر کرنے اور ووٹ دینے کے لئے پراکسی مقرر کرنے کا استحقاق حاصل ہے۔

پراکسی کو موثر حیثیت دینے کے لئے اس پر مناسب طریقے سے دستخط کر کے، اسے پُر کر کے اور گواہی کے ساتھ درست کمپیوٹرائزڈ قومی شناختی کارڈ (سی این آئی سی) یا پاسپورٹ کی مصدقہ نقول کے ہمراہ اجلاس سے زیادہ سے زیادہ 48 گھنٹے قبل کمپنی کے رجسٹرڈ دفتر میں جمع کرا دیا جائے۔

سی ڈی سی اکاؤنٹ ہولڈرز کو اجلاس میں شرکت کے لئے ایس ای سی پی کے جاری کردہ سرکلر نمبر 1، مورخہ 26 جنوری 2000 میں بیان کئے گئے رہنما اصولوں پر عمل کرنا ہوگا۔

اجلاس میں شرکت کے لئے اصل سی این آئی سی یا پاسپورٹ پیش کرنا ہوگا۔

کووڈ-19 کے حوالے سے حفاظتی اقدامات کے پیش نظر کمپنی یہ سالانہ اجلاس عام حصص داران کے کم سے کم میل جول کے ساتھ لیکن کورم کی شرائط کی پاسداری کو یقینی بناتے ہوئے منعقد کرنے کی خواہشمند ہے اور ارکان سے درخواست کرتی ہے کہ وہ پراکسی اور/یا وڈیو لنک کے ذریعے سالانہ اجلاس عام میں اپنی حاضری اور ووٹنگ کو حتمی شکل دیں۔

کمپنی نے اس امر کو یقینی بنانے کے انتظامات کر لئے ہیں کہ تمام شرکاء، بشمول حصص داران اب سالانہ اجلاس عام کی کارروائی میں بذریعہ وڈیو لنک حصہ لے سکیں۔ وڈیو لنک کے ذریعے اجلاس میں شرکت کے لئے ارکان سے درخواستیں کی جاتی ہے کہ وہ درج ذیل معلومات agmggl23@ghaniglobal.com پر، اپنی اپلگمنٹ/رجسٹریشن کے لئے اور پراسی کی تصدیق کے لئے مورخہ 21 اکتوبر 2023 بروز ہفتہ تک ماس سے قبل نیچے دیئے گئے فارمیٹ کے مطابق فراہم کر دیں:

پورا نام	فولیو/سی ڈی سی نمبر	کمپنی کا نام	سی این آئی سی نمبر	رجسٹرڈ ای میل پتہ	موبائل نمبر

وڈیو لنک کی تفصیلات اور لاگ ان کی معلومات ان ارکان کو فراہم کی جائیں گی جن کی رجسٹرڈ ای میل بشمول تمام کوائف، 21 اکتوبر 2023 بروز ہفتہ کو یا اس سے پہلے موصول ہو جائیں گی۔

حصص داران سالانہ اجلاس عام کے ایجنڈا کے اجزاء پر اپنے تبصرے اور سوالات ای میل کے ذریعے agmggl23@ghaniglobal.com کے پتے پر بھی فراہم کر سکتے ہیں۔

4. آڈٹ شدہ فنانشل سٹیٹمنٹس کی کمپنی کی ویب سائٹ پر دستیابی:

کمپنی نے 30 جون 2023 کو ختم ہونے والے سال کی آڈٹ شدہ فنانشل سٹیٹمنٹس اور گزشتہ سالوں کی سالانہ اور سہ ماہی فنانشل سٹیٹمنٹس کمپنی کی ویب سائٹ: www.ghaniglobal.com پر فراہم کر دی ہیں۔

مذکورہ بالا سے قطع نظر، کمپنی کسی رکن کو ان کی درخواست پر آڈٹ شدہ فنانشل سٹیٹمنٹس مجلد (Hard Copies) شکل میں ان کے رجسٹرڈ پتے پر بلا معاوضہ، درخواست موصول ہونے کے ایک (1) ہفتے کے اندر فراہم کرے گی۔

5. پتہ اور سی این آئی سی میں تبدیلی

ارکان سے درخواست ہے کہ درج ذیل معلومات/دستاویزات، اگر پہلے مطلع نہیں کیا/جمع نہیں کرائیں، سی ڈی ایس میں بک انٹری سیکیورٹیز کی صورت میں اپنے متعلقہ شرکاء اور فزیکل شیئرز کی صورت میں کمپنی کے رجسٹرار کو، کمپنی کے شیئر رجسٹرار کے مذکورہ بالا پتہ پر مطلع کریں/جمع کرائیں، جس میں اپنے فولیو نمبرز اور کمپنی کے نام کا حوالہ دیں:

- اپنے پتہ میں تبدیلی، اگر کوئی ہو
- جن ارکان نے اپنے درست سی این آئی سی کی تصدیق شدہ فوٹو کاپی تا حال جمع نہیں کرائی، ان سے درخواست ہے کہ یہ فولیو نمبرز کے ہمراہ جلد از جلد کمپنی کے شیئر رجسٹرار کو براہ راست جمع کرائیں۔

کمپنیز ایکٹ، 2017 کے سیکشن 134(3) کے تحت بیان حصص داران کو سالانہ اجلاس عام کے نوٹس کے ساتھ منسلک کر دیا گیا ہے۔

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that 16th Annual General Meeting (AGM) of Ghani Global Holdings Limited (the Company) will be held on Saturday, October 28, 2023, at 12:30 PM, at registered office of the Company, at 10-N, Model Town Ext., Lahore, to transact the following business:-

ORDINARY BUSINESS

1. To receive, consider and adopt the Annual Audited Accounts of the Company for the year ended June 30, 2023 together with Directors' and Auditors ' Reports thereon.

   In accordance with Section 223 of the Companies Act, 2017, and pursuant to S.R.O. 389(I)/2023 dated March 21, 2023, the financial statements of the Company have been uploaded on the website of the Company which can be downloaded from the following weblink and QR enabled code:

https://www.ghaniglobal.com/annual-reports/	

2. To appoint auditors of the Company for the year ending June 30, 2024 and to fix their remuneration. The retiring auditors' M/S ShineWing Hameed Chaudhri & Co., Chartered Accountants, being eligible, have offered themselves for reappointment.

3. To elect seven (07) directors as fixed by the board under the provisions of the Companies Act, 2017 for a period of three years commencing from October 31, 2023. The names of retiring directors are as under:

1.	Mr. Masroor Ahmad Khan	2.	Mr. Atique Ahmad Khan
3.	Hafiz Farooq Ahmad	4.	Mr. Umar Ahmad
5.	Mr. Muhammad Ashraf Bawany	6.	Mr. Mahmood Ahmed
7.	Ms. Farzin Khan		

4. Any other business with permission of the Chair.

SPECIAL BUSINESS

5. To consider and if deemed fit to enhance the amount of cross corporate guarantees from Rs. 1,190 million to Rs. 1,500 million to the bank(s) for financing facility to its subsidiary company namely, Ghani Chemical Industries Limited by passing the following special resolution with or without modification(s), addition(s) or deletion(s) under section 199 of the Companies Act, 2017:

   "RESOLVED THAT in pursuant to the requirements of section 199 of the Companies Act, 2017 the Company (Ghani Global Holdings Limited) be is hereby authorized to increase/enhance the amount of additional cross corporate guarantees from Rs.1,190 million to Rs.1,500 million for a maximum period of six (06) years to the banks of Ghani Chemical Industries Limited (one of the subsidiary of the Company) subject to terms and conditions already approved by the shareholders of the Company in their Extraordinary General Meeting dated July 10, 2023 and/or as mentioned in the statements under section 134(3) of the Companies Act, 2017 annexed hereto."

   "FURTHER RESOLVED THAT the above said resolutions shall be valid for a period of six years starting from the date of approval by the shareholders of the Company and the Chief Executive Officer and/or Company Secretary of the Company be and are hereby singly empowered and authorized to undertake the decision of said enhancement of investment as and when required and to take all steps and actions necessary, incidental and ancillary including execution of any and all documents and

agreements as may be required in this regard and to do all acts, matters, deeds and things as may be necessary or expedient for the purpose of implementing the aforesaid resolutions."

By order of the Board

FARZAND ALI
Company Secretary

Place: Lahore
Dated: October 06, 2023

Notes:

1. BOOK CLOSURE

Share Transfer books of the Company will remain closed and no transfer of shares will be accepted for registration from Saturday, October 21, 2023 to Saturday, October 28, 2023 (both days inclusive). Transfer received in order at the office of the share registrar

Digital Custodian Company Limited
4-F, Perdesi House, Old Queens Road, Karachi
Telephone No. 021 32419770,
Email: muhammad.suleman@digitalcustodian.com

at the close of business on Friday, October 20, 2023 will be treated in time for the purpose of attendance in the AGM.

2. ELECTION OF DIRECTORS

Any person who seeks to contest the election as director of the Company shall, whether he/she is a retiring director or otherwise, send his/her nomination along with all requisite documents (under Companies Act, 2017 and Listed Companies (Code of Corporate Governance) Regulation, 2019) for election, duly signed by the member or members making the nomination or by their duly authorized representative, to the Company at its registered office, 10-N, Model Town Extension, Lahore which should be received not less than fourteen (14) clear days before the date of the meeting.

In compliance with the provisions of Regulation 7A of the Listed Companies (Code of Corporate Governance) Regulation, 2019 vide SECP Notification S.R.O.906(1)/2023 dated July 07, 2023, election of directors will be held in the following categories:

Sr. No.	Name of Category	No. of Directors to be elected
1	Female Director	01
2	Independent Directors	02
3	Other Directors	04

Any member while submitting his/her Notice of Intention shall select any one of the above categories and clearly mention his Notice of Intention for which category he/she seeks to contest the election of directors.

3. ATTENDANCE OF MEETING

A member entitled to attend, speak and vote at the AGM is entitled to appoint a proxy to attend, speak and vote instead of him/her.

Proxies in order to be effective duly signed, filled and witnessed must be deposited at the Registered Office of the Company, along with the attested copies of valid Computerized National Identity Card (CNIC) or Passport, not less than 48 hours before the meeting.

CDC Account Holders will have to follow the guidelines as laid down in Circular No. 1 dated January 26, 2000 issued by the SECP for attending the meeting.

Attendance in the meeting shall be on production of original CNIC or passport.

Keeping precautionary measures regarding COVID-19, the Company intends to convene this AGM with minimum physical interaction of shareholders while ensuring compliance with the quorum requirements and requests the members to consolidate their attendance and voting at the AGM through proxies and/or video link.

The Company has made arrangements to ensure that all participants, including shareholders, can now participate in the AGM proceedings via video link. In order to attend the meeting through video link members are requested to share the below information at agmggl23@ghaniglobal.com, for their appointment/registration and proxy verification by or before Thursday, October 26, 2023 as per below format.

Full Name	Folio/CDC No.	Company Name	CNIC Number	Registered Email Address	Cell Number

Video link details and login credentials will be shared with those members whose registered emails containing all the particulars are received on or before Thursday, October 26, 2023.

Shareholders can also provide their comments and questions for the agenda items of the AGM at the email address agmggl23@ghaniglobal.com.

4. AVAILABILITY OF AUDITED FINANCIAL STATEMENTS ON COMPANY'S WEBSITE:

The audited financial statements of the Company for the year ended June 30, 2023 have been made available on Company's website www.ghaniglobal.com in addition to annual and quarterly financial statements for the prior years.

Notwithstanding the above, the Company will provide hard copies of the audited financial statements, to the Members on their request, at their registered address, free of cost, within one (1) week of receiving such request.

5. CHANGE IN ADDRESS AND CNIC

Members are requested to notify/submit the following information / documents, in case of book entry securities in CDS to their respective participants and in case of physical shares to the registrar of the Company by quoting their folio numbers and name of the Company at the above mentioned address of the Company's Share Registrar, if not earlier notified/submitted:

- Change in their address, if any
- Members, who have not yet submitted attested photocopy of their valid CNIC are requested to submit the same along with folio numbers at earliest, directly to the Company's Share Registrar.

STATEMENT OF MATERIAL FACT UNDER SECTION 134(3) OF THE COMPANIES ACT 2017

The statement set out the material facts concerning the special business to be transacted at the Annual General Meeting of the Company to be held on October 28, 2023.

Agenda Item No. 5

At the request of Ghani Chemical Industries Limited (GCIL) one of the subsidiary of the Company, the Board of Directors of the Company has proposed/ recommended to enhance the amount of additional cross corporate guarantees to the banks of this subsidiary.

GCIL is engaged in manufacturing and sales of medical/Industrial gases and chemicals. This subsidiary is actively in process for setting up Pakistan's largest and this company's 5th 385TPD ASU plant for manufacturing of medical/ industrial gases and an import substitute chemical project at Hattar Special Economic Zone.

In order to meet the security requirements of the banks of this subsidiary (GCIL), the amount of Additional Cross Corporate Guarantees (ACCG) already approved by the shareholders of the Company needs to be enhance from Rs.1190 Million to Rs.1500 Million. The Company will charge commission @ 0.10% per quarter on ACCG from this subsidiary.

The information as required under SRO 1240(1)/2017 dated December 6, 2017, in respect of Agenda Item No. 5, is provided as under:

DISCLOSURES: (A) Regarding associated company or associated undertaking:-

Sr. No.	Requirement	Information
(i)	Name of Associated Company	Ghani Chemical Industries Limited (GCIL)
(ii)	Basis of relationship	Subsidiary Company with 58.535% holding and have common directorships.
(iii)	Earnings per share for the last three years	Year 2021: 2.28 Year 2022: 2.26 Year 2023: 1.06
(iv)	Break-up value per shares, based on latest audited financial statements	Rs. 18.00 as on June 30, 2023. Rs. 15.16 as on June 30, 2022.
(v)	Financial position, including main items of statement of financial position and profit and loss accounts on the basis of its latest financial statements.	Financial Statements of GCIL for the half year ended June 30, 2023 showed: Rupees in '000' Sales (gross) 5,111,123 Gross profit 1,459,838 Admin expenses (215,623) Finance Cost (374,382) Total comprehensive income 1,005,169 Non-Current assets 7,777,715 Current assets 5,349,908 Paid up Capital 5,001,879 Total equity 8,829,958 Non- current liabilities 1,987,754 Current liabilities 2,309,911 Total equity and liabilities 13,127,623

(A) General Disclosures:

(i)	Maximum amount of investment to be made	Rs. 1500 million in shape of Additional Cross Corporate Guarantee (amount being enhanced from Rs.1190 million)
(ii)	Purpose, benefits likely to accrue to the investing company and its members from such investment and period of investment;	To meet the security requirements of the bank(s) of the subsidiary company, which will facilitate in lending to the subsidiary for setup of projects in Hattar Special Economic Zone
(iii)	Source of funds to be utilized for investment.	Not applicable.

<table>
<tr><td>(iv)</td><td>Salient features of the agreement (if any) with associated company or associated undertaking with regards to proposed investment.</td><td>NIL</td></tr>
<tr><td>(v)</td><td>Direct or indirect interest of directors, sponsors, majority shareholders and their relatives , if any, in the associates company or associated undertaking or the transaction under consideration:</td><td>Shareholding position of the following directors and majority shareholders of Ghani Global Holdings Limited (GGL) in subsidiary company Ghani Chemical Industries Limited (GCIL) is as under:

<table>
<tr><th>Name</th><th>Number of Shares</th><th>Holding %</th></tr>
<tr><td>Mr. Masroor Ahmad Khan</td><td>261,576</td><td>0.055</td></tr>
<tr><td>Mr. Atique Ahmad Khan</td><td>261,576</td><td>0.055</td></tr>
<tr><td>Hafiz Farooq Ahmad</td><td>284,678</td><td>0.060</td></tr>
<tr><td>Mr. Mahmood Ahmad</td><td>1</td><td>0.000</td></tr>
<tr><td>MS. Farzin Khan</td><td>-</td><td>-</td></tr>
<tr><td>Mr. Umar Ahmad</td><td>-</td><td>-</td></tr>
<tr><td>Mr. M. Ashraf Bawany</td><td>1,210,000</td><td>0.242</td></tr>
<tr><td>Ghani Global Holdings Ltd.</td><td>279,905,983</td><td>58.535</td></tr>
</table>

The sponsors, directors and majority shareholders of GCIL holds the following shares in GGL:

<table>
<tr><th>Name</th><th>Number of Shares</th><th>Holding %</th></tr>
<tr><td>Mr. Masroor Ahmad Khan</td><td>54,176,839</td><td>15.299</td></tr>
<tr><td>Mr. Atique Ahmad Khan</td><td>48,819,510</td><td>13.786</td></tr>
<tr><td>Hafiz Farooq Ahmad</td><td>51,093,082</td><td>14.428</td></tr>
<tr><td>Mr. Rabia Atique</td><td>11,981,714</td><td>3.384</td></tr>
<tr><td>Mr. M. Yahya</td><td>-</td><td>-</td></tr>
<tr><td>Hafiz Imran Lateef</td><td>-</td><td>-</td></tr>
<tr><td>Sheikh M. Saleem Ahsan</td><td>15,670</td><td>0.004</td></tr>
<tr><td>Mrs. Ayesha Masroor</td><td>8,045,588</td><td>2.272</td></tr>
<tr><td>Mrs. Saira Farooq</td><td>8,602,709</td><td>2.429</td></tr>
</table></td></tr>
<tr><td>vi.</td><td>In case any investment in associated company or associated undertaking has already been made, the performance review of such investment including complete information/justification for any impairment or write offs.</td><td>
<table>
<tr><th>Particulars</th><th>June 30, 2023</th><th>June 30, 2022</th></tr>
<tr><td>Long Term Investment- At Cost Rs. in million</td><td>2,056.951</td><td>2,056.951</td></tr>
<tr><td>Additional Corporate Guarantee Rs. in million</td><td>1,190.000</td><td>-</td></tr>
<tr><td>Total Comprehensive Income</td><td>Rs.1,005 million</td><td>Rs. 2,199 million</td></tr>
<tr><td>EPS</td><td>Rs.1.06</td><td>Rs. 2.26</td></tr>
<tr><td>Payouts to the shareholders</td><td>10% bonus shares</td><td>120% bonus shares</td></tr>
<tr><td>Impairment or write offs</td><td>Nil</td><td>Nil</td></tr>
</table></td></tr>
</table>

vii.	Any other important details necessary for the member to understand the transaction	GCIL is a subsidiary of GGL. Proposed increase amount for issuance of cross corporate guarantee is to meet the security requirements of the Bank(s).

(b) In case of Investments in the form of Guarantees

i.	Category wise amount of investments	Cross Corporate Guarantee already approved by shareholders Rs.1190 million. This figure is being enhanced to Rs.1500 million
ii.	Average borrowing cost of the investing company	Commission on guarantee @ 0.10 % per quarter.
iii.	Rate of interest, markup, profit, fees or commission etc. to be charged	Commission on guarantee @ 0.10 % per quarter.
iv.	Particulars of collateral security to be obtained in relation to the proposed investment.	-Demand Promissory Note of subsidiary company.
v.	If the investment carry conversion features:	Not applicable
vi.	Repayment schedule Terms & conditions of loans or advances	• Enhanced amount of Cross Corporate Guarantee Rs. 1,500 million for a maximum period of 6 years. • Commission to be received on quarterly basis • Collateral security(s) from subsidiary company as Demand Promissory Note. • Any other terms and condition approved by the shareholders of the Company.

In pursuance to Regulation No. 3 (3) of the Companies (Investment in Associated Companies or Associated Undertakings) Regulations, 2017 under SRO 1240(1)/2017 dated 6 December 2017, the directors of the Company have carried out due diligence for the purpose of proposed provision of above guarantee.

The following documents shall be available to the members of the Company for inspection in the AGM to be held on October 28, 2023.

Recommendations of due diligence report of GGL.
Last three years' annual audited accounts of GCIL.