

NOTICE

OF EXTRA ORDINARY GENERAL MEETING

To be held on Saturday, February 24, 2024



ONGOING PROJECTS IN HATTAR SPECIAL ECONOMIC ZONE

- Import substitute Calcium Carbide manufacturing plant**
- GCIL's 5th & Pakistan's Largest 275TPD ASU plant**

Ghani Chemical Industries Limited

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



Ghani Global Group

GHANI CHEMICAL INDUSTRIES LIMITED

NOTICE OF EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that the **Extra-Ordinary General Meeting** (EOGM) of shareholders of **Ghani Chemical Industries Limited** (the Company/GCIL) will be held on Saturday, February 24, 2024 at 10:30 AM at registered office of the Company at 10-N, Model Town Ext., Lahore to transact the following special business:-

1. To consider and if deemed fit to withdraw the equity investment decision of PKR 650 Million in Kilowatt Labs Technologies Limited (an associated company) and to utilize these funds (received as right issue during September/October 2021) for setup of ongoing projects (1. Import substitute Calcium Carbide manufacturing plant 2. GCIL's 5th & Pakistan's largest 275TPD ASU plant for manufacturing of medical and industrial gases) being installed by the Company in Hattar Special Economic Zone by passing the special resolution(s) with or without modification(s), as annexed with statement under section 134(3) of the Companies Act, 2017.

By Order of the Board

Farzand Ali
Company Secretary

Place: Lahore
Dated: February 02, 2024

NOTES:

1. Book Closure

Share Transfer books of the Company will remain closed and no transfer of shares will be accepted from Saturday February 17, 2024 to Friday February 23, 2024 (both days inclusive). Transfer receive in order at the office of the share registrar:

M/s Corplink (Private) Limited,
1-K, Commercial Model Town, Lahore
Telephone No. 042-36375531, 36375339
Fax No. 042-36312550, E-mail: shares@corplink.com.pk

at the close of business on Friday February 16, 2024 will be treated in time for the purpose of attending the EOGM.

2. Attendance of the Meeting

A member entitled to attend, speak and vote at the EOGM 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.

The Company has made arrangements to ensure that all participants, including shareholders, can now participate in the EOGM proceedings via video link. In order to attend the meeting through video link members are requested to share the below information at eogmgcil24@ghaniglobal.com, for their appointment/registration and proxy verification by or before Thursday February 22, 2024 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 February 22, 2024.

Shareholders can also provide their comments and questions for the agenda items of the EOGM at the email address eogmgcil24@ghaniglobal.com.

Shareholders are encouraged to attend the EOGM through video link or by consolidating their attendance through proxies.

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

The statement sets out the material facts concerning the special business to be transacted at the EOGM of the Company to be held on Saturday February 24, 2024:

Agenda Item No.1:

Ghani Chemical Industries Limited (GCIL/the Company) and Kilowatt Labs Technologies Limited (KLTL) are associated companies. Both the companies are also subsidiary companies of Ghani Global Holdings Limited.

During September/ October 2021, Service Fabrics Limited (name changed to G3 Technologies Limited and merged with and into Ghani Chemical Industries Limited/the Company) raised Rs. 2.341 billion through right issue for setup of Pakistan's first ever import substitute Calcium Carbide manufacturing project and investment in Super Capacitor project etc. In addition to above, the shareholders of Service Fabrics in their Extra-Ordinary General meeting held on September 25, 2021 also accorded approval for investment up to Rs.650 million in the shares of Kilowatt Labs Technologies Limited (KLTL) in the form of equity investment at the rate of Rs. 13 per share (including a premium of Rs.3 per share). This approval was granted in terms of Section 199 of the Companies Act, 2017 for setup of Super Capacitors Project with joint venture of a USA based company named Kilowatt Labs Inc. (as a foreign partner). The SECP vide its letter dated August 23, 2021 also allowed this investment subject to receipt of funds from the foreign partner.

Thereafter due to certain technical reasons, formal Joint Venture agreement between both the parties (KLTL and foreign partner) could not finalized/signed and the foreign partner also did not deposited/transferred his share money in KLTL account. Keeping the facts enumerated above, the board of directors of the Company has formally decided to withdraw the decision for investment in KLTL subject to the approval by the shareholders of the Company.

2. At present, the Company is actively in process for setting up two state-of-the-art projects in Hattar Special Economic Zone, i.e. 1. Pakistan's first ever import substitute Calcium Carbide manufacturing project 2. GCIL's 5th & Pakistan's largest 275TPD ASU plant for manufacturing of medical and industrial gases. Originally these projects were planned to be in operation during 2022. However due to extra-ordinary devaluation of Pak rupee, foreign currency crunch and tremendous hike in local expenses, projects cost and installation schedules badly affected. In the result projects have delayed by more than 18 months. Despite these adverse factors, at present, around 90% of plant & machinery of these projects have already arrived at site and the balance is expected within next few weeks. Construction and installation work on both the projects are actively in process and these projects are expected to be in operation within next 2-3 months. InshaAllah. With the commissioning of these projects, GCIL shall further strengthen its leading position in medical and industrial gases and import substitute chemical. The new ASU plant will result in more efficiency and there would be reduction in associated power & production cost as the specific power will improve by 25-30%, shall positive impact on fuel and power cost of the Company, consequently increasing the bottom-line profitability. In addition to above, these projects having tax holidays for 10 years and there would be 29% tax saving to the Company with further good positive impact in the bottom-line profitability. InshaAllah.

To meet the increased project(s) cost of above two projects, the board of directors have further decided to utilize the balance right issue funds amounting to Rs. 650 Million (which was originally allocated for investment in KLTL) for setup of ongoing projects (as stated above) subject to approval by the shareholders of the Company.

The following resolutions are proposed to be passed as Special Resolution:

“RESOLVED that approval of the shareholders of the Company (Ghani Chemical Industries Limited) be and is hereby accorded to withdraw/cancel the special resolution passed by shareholders of Service Fabrics Limited (subsequently name changed to G3 Technologies Limited and merged with and into Ghani Chemical Industries Limited) in their Extra-Ordinary General Meeting held on September 25, 2021 in terms of Section 199 of the Companies Act, 2017 for equity investment of PKR 650,000,000/- (Rupees Six Hundred Fifty Million only) in Kilowatt Labs Technologies Limited for setup of Super Capacitors Project.”

“FURTHER RESOLVED that approval of the shareholders of the Company be and is hereby accorded to reallocate and utilize the right issue funds portion amounting to PKR 650,000,000/- (Rupees Six Hundred Fifty Million only) received during September/ October 2021 by Service Fabrics Limited (name changed to G3 Technologies Limited and merged with and into Ghani Chemical Industries Limited/the Company) for setup of ongoing projects (1. Import substitute Calcium Carbide manufacturing plant 2. 275TPD ASU plant for manufacturing of medical and industrial gases) of the Company in Hattar Special Economic Zone.”

“FURTHER RESOLVED that the Chief Executive Officer and Company Secretary of the Company be and are hereby singly authorized to do all such acts, deeds, matters and things, as may be deemed necessary, proper or considered expedient for the purpose of giving effect to the aforementioned resolutions and/or may be directed by the Securities and Exchange Commission of Pakistan (SECP) and such amendment, modification, addition or deletion shall be deemed to be have been approved as part of the passed Special Resolution without the need of members to pass a fresh Special Resolution.”

Note:

None of the directors of the Company has any direct or indirect interest in the special business and/resolutions except to the extent of their respective shareholding held in the Company.



GHANI CHEMICAL INDUSTRIES LIMITED

EXTRA-ORDINARY GENERAL MEETING

FORM OF PROXY

I/We _____

of _____

being a member of GHANI CHEMICAL INDUSTRIES LIMITED _____

hereby appoint _____

of _____

failing him _____

as my / our Proxy to attend act and vote for me/us on my/our behalf at Extra-Ordinary General Meeting of the members of the Company to be held at Lahore on Saturday February 24, 2024 at 10:30 A.M. and at any adjournment(s) thereof.

Signed this _____ day of February 2024.

Sign by the said Member

Signed in the presence of:

1. Signature: _____

2. Signature: _____

Name: _____

Name: _____

Address: _____

Address: _____

CNIC/Passport No. _____

CNIC/Passport No. _____

| Information required | | For Member (Shareholder) | For Proxy | For alternate Proxy (*) |
|-----------------------|---------------------|-----------------------------|-------------|----------------------------|
| | | | (If member) | |
| Number of shares held | | | | |
| Folio No. | | | | |
| CDC Account No. | Participant I.D. | | | |
| | Account No. | | | |

Affix
Revenue
Stamp of
Rs.50/-

(*) Upon failing of appointed Proxy.

غنی کیمیکل انڈسٹریز لمیٹڈ

غیر معمولی اجلاس عام (پراکسی فارم)



Ghani Global Group

میں مسٹی / مسماۃ۔۔۔۔۔ ساکن

ضلع۔۔۔۔۔ بحیثیت ممبر غنی کیمیکل انڈسٹریز لمیٹڈ، مسٹی / مسماۃ۔۔۔۔۔

ساکن۔۔۔۔۔ کو بطور مختار (پراکسی) مقرر کرتا ہوں تاکہ وہ میری جگہ اور میری طرف سے

کمپنی کے غیر معمولی اجلاس عام جو بتاریخ 24 فروری 2024 بروز ہفتہ کو 10:30 بجے صبح کمپنی کے رجسٹرڈ لاہور آفس میں منعقد ہو رہا ہے میں اور اس کے کسی ملتوی شدہ اجلاس میں شریک ہو، عمل کرے اور ووٹ ڈالے۔

آج بروز۔۔۔۔۔ بتاریخ۔۔۔۔۔ فروری 2024 کو دستخط کئے گئے۔

دستخط ممبر

گواہان:

1. دستخط: _____ نام: _____ پتہ: _____ شناختی کارڈ / پاسپورٹ نمبر: _____

2. دستخط: _____ نام: _____ پتہ: _____ شناختی کارڈ / پاسپورٹ نمبر: _____

پچاس روپے
مالیت کے رسیدی
ٹکٹ پر دستخط

| ضرورت معلومات | رکن کے لئے (شیر ہولڈر) | پراکسی کے لئے (اگر رکن ہے) | متبادل پراکسی کے لئے (*) |
|---------------------------|---------------------------|-------------------------------|------------------------------|
| حصص کی تعداد | | | |
| فولیو نمبر | | | |
| سی۔ ڈی۔ سی اکاؤنٹ نمبر | پارٹنیشن آئی۔ ڈی | | |
| | اکاؤنٹ نمبر | | |

(*) مقرر کردہ پراکسی کی ناکامی پر