



Ghani Global Group

GHANI CHEMICAL INDUSTRIES LIMITED

Manufacturers of Medical / Industrial Gases & Chemicals

GCIL/Corp/PSX

March 24, 2023

The General Manager

Pakistan Stock Exchange Limited
Stock Exchange Building
Stock Exchange Road
Karachi.

SUBJECT: NOTICE OF EXTRA ORDINARY GENERAL MEETING

Dear Sir,

In compliance with regulation No. 5.6.9(b) of the Rule Book of the Exchange, please find attached herewith copy of Notice of Extra Ordinary General Meeting of Ghani Chemical Industries Limited to be held on 17 April 2023 at 11.00 A.M. at registered office of the company at 10-N, Model Town, Lahore, being published in newspapers and dispatching to the shareholders.

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

for **Ghani Chemical Industries Limited**

FARZAND ALI

Company Secretary

CC: Executive Director / HOD, Offsite-II Department, Supervision Division
Securities & Exchange Commission of Pakistan, Islamabad

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.gases@ghaniglobal.com
www.ghanigases.com / www.ghaniglobal.com

Lahore Plants:

52-Km, Multan Road,
Phool Nagar Bypass, Distt. Kasur.
Ph: 92-49-4510349-549
Fax: 92-49-4510749
E-mail: ggl1plant@ghaniglobal.com

Karachi Plants:

A-53, Chemical Area,
Eastern Industrial Zone,
Port Qasim, Karachi 75020
Ph: 92-21-34016152 Fax: 92-21-34016142
E-mail: ggl2plant@ghaniglobal.com

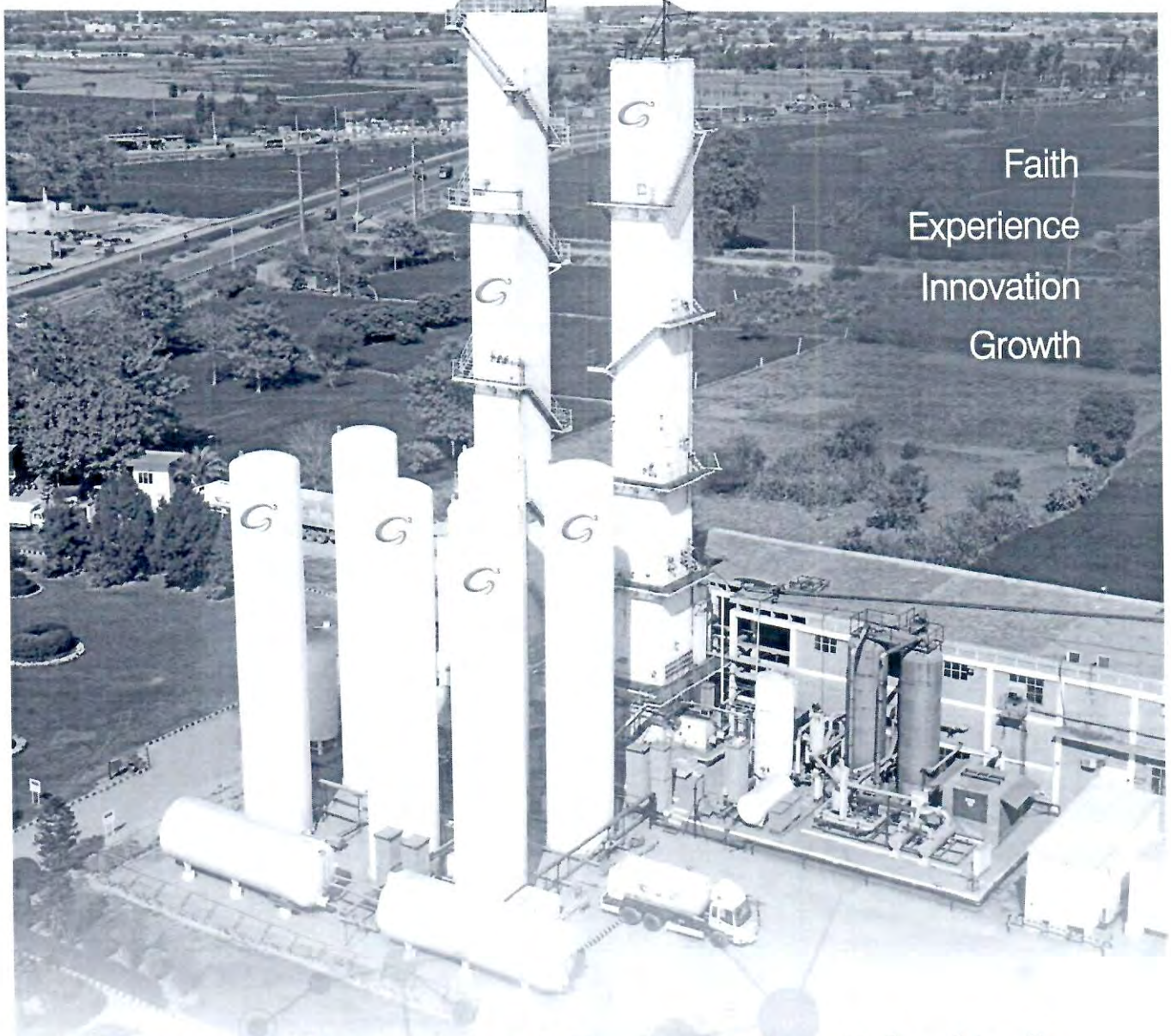
Hattar Plants:

Plot No. 7-24, Zone-B,
Hattar Special Economic Zone,
District Haripur.
E-mail: ggl3plant@ghaniglobal.com



Ghani Global Group

**NOTICE
OF EXTRA ORDINARY GENERAL MEETING**
To be held on Monday, April 17, 2023



Faith
Experience
Innovation
Growth

Ghani Chemical Industries Limited
Manufacturers of Medical / Industrial Gases & Chemicals

GHANI CHEMICAL INDUSTRIES LIMITED

NOTICE OF EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that an Extra-Ordinary General Meeting (EOGM) of shareholders of Ghani Chemical Industries Limited (the Company/GCIL) will be held on Monday, April 17, 2023, at 11:00 A.M., at Registered Office of the Company, at 10-N, Model Town Extension, Lahore, to transact the following special business:-

Special Business:

1. To consider and if thought fit to approve the conversion/ merger of non-cumulative, non-participation, non-voting, convertible 22,000,000 Class B Ordinary Shares of Rs. 10/- each of Ghani Chemical Industries Limited (the Company) with and into the Ordinary Shares of the Company, and in this respect to pass the special resolution with or without modification(s) as proposed in the Statement under section 134(3) of the Companies Act, 2017, annexed with the notice of EOGM.

By Order of the Board



Farzand Ali
Company Secretary

Place: Lahore
Dated: March 24, 2023

NOTES:

1. Book Closure

Share Transfer books of the Company will remain closed and no transfer of shares will be accepted from Tuesday, April 11, 2023 to Monday, April 17, 2023 (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 Monday, April 10, 2023, 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, duly signed, filled and witnessed must be deposited at the Registered Office of the Company, along with the attested copies of 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 Computerized National Identity Card (CNIC) or passport.

3. Consent For Video-Link

The Company has made arrangements to ensure that all shareholders can 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 eogmgcil23@ghaniglobal.com, for their appointment/registration and proxy verification by or before Friday, April 14, 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 Friday, April 14, 2023.

Members are therefore 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 following statement sets out the material facts concerning the special business to be transacted at EOGM of Ghani Chemical Industries Limited (GCIL/the Company) to be held on Monday, April 17, 2023, at 11:00 A.M., at Registered Office of the Company:

GCIL has been listed at Pakistan Stock Exchange Limited (PSX) since November 14, 2022, with the symbol 'GCIL' after merger of G3 Technologies Limited whereas Class B Ordinary Shares of GCIL was separately listed at PSX on November 25, 2022 with the symbol 'GCILB'.

At present issued, subscribed and paid-up capital of GCIL is 500,187,971 shares of Rs.10 each, which includes 22,000,000 Class B Ordinary Shares of Rs. 10 each.

To provide the equal rights to Class B Ordinary Shareholders, the Board of Directors of GCIL in their meeting held on March 22, 2023 has decided to convert/merge non-cumulative, non-participation, non-voting, convertible Class B Ordinary Shares of GCIL with and into the Ordinary Shares of the Company, subject to approval by shareholders of the Company.

To determine the entitlement of Class B Ordinary Shareholders for conversion and issuance of Ordinary Shares of GCIL, book closure of GCIL will be separately announced.

After completion of relevant formalities, the Class B Ordinary Shares of GCIL will be merged with and into the Ordinary Shares of the Company in the ratio of 1:1 and accordingly the Class B Ordinary Shares of GCIL will be de-listed from Pakistan Stock Exchange Limited (PSX).

Special Resolution to be passed in the EOGM, with or without modification, by shareholders of the Company is as under:

“RESOLVED THAT approval of the shareholders of Ghani Chemical Industries Limited (the Company/GCIL) be and is hereby accorded for conversion / merger of non-cumulative, non-participation, non-voting, convertible 22,000,000 Class B Ordinary Shares of Rs. 10/- each of the Company with and into Ordinary Shares of the Company in the ratio of 1:1 (mean issue of one ordinary share against one Class B ordinary share), thereby increasing the number of ordinary paid up share capital of the Company from 478,187,971 shares of Rs. 10 each to 500,187,971 shares of Rs.10/- each.”

“FURTHER RESOLVED THAT after conversion of Class B Ordinary Shares with and into Ordinary Shares of the Company, the paid up capital on account of Class B Ordinary Shares shall be deleted in the books of accounts/financial statements of the Company and Class B Ordinary Shares of GCIL shall be de-listed from the Pakistan Stock Exchange Limited (PSX) and also deleted from the list of eligible security in Central Depository System (CDS).”

“FURTHER RESOLVED THAT the Chief Executive Officer and the Company Secretary of the Company be and is hereby singly authorized to take all necessary steps/actions and execute all necessary documents including legal and corporate formalities and file all requisite documents with the Securities & Exchange Commission of Pakistan, the PSX, CDS, Registrar of Companies and/or any other department as may be necessary or expedient for the purpose of giving effect to the spirit and intent of the above Special Resolution.”

The directors of the Company have no direct or indirect interest in above mentioned Special Business except to the extent that they are also members of the Company.



Ghani Global Group

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 Monday April 17, 2023 at 11:00 A.M. and at any adjournment(s) thereof.

Signed this _____ day of April 2023.

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



Ghani Global Group

غیر معمولی اجلاس عام (پراکسی فارم)

میں مسٹی/مسیتا ساکن

ضلع بحیثیت ممبر غنی کیمیکل انڈسٹریز لمیٹڈ، مسٹی/مسیتا

ساکن کو بطور مختار (پراکسی) مقرر کرتا ہوں تاکہ وہ میری جگہ اور میری طرف سے کمپنی کے غیر معمولی اجلاس عام جو بتاریخ 17 اپریل 2023 بروز پیر کو 11:00 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 اپریل 2023 کو دستخط کئے گئے۔

دستخط ممبر

گواہان:

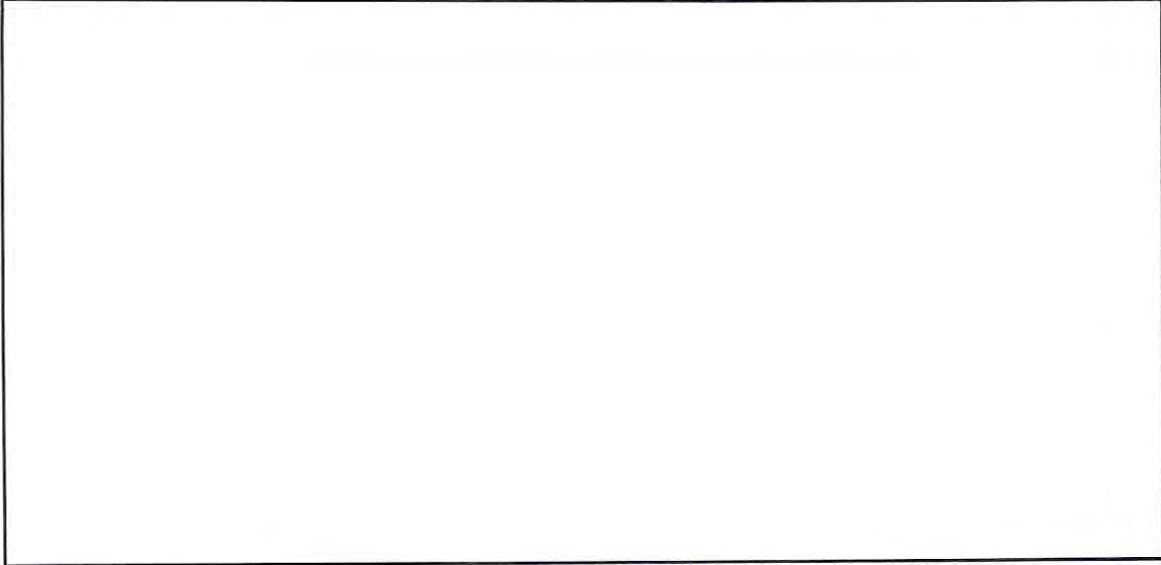
1. دستخط: _____ نام: _____ پتہ: _____ شناختی کارڈ/پاسپورٹ نمبر: _____
2. دستخط: _____ نام: _____ پتہ: _____ شناختی کارڈ/پاسپورٹ نمبر: _____

پچاس روپے
مالیت کے رسیدی
ٹکٹ پر دستخط

ضروری معلومات		رکن کے لئے (شیر ہولڈر)	تبادلہ پراکسی کے لئے (* اگر رکن ہے)
حصص کی تعداد			
فولیو نمبر			
سی۔ ڈی۔ سی	پارٹیشن آئی۔ ڈی		
اکاؤنٹ نمبر	اکاؤنٹ نمبر		

(* مقرر کردہ پراکسی کی ناکامی پر)

BOOK POST



If undelivered please return to:



Ghani Global Group

GHANI CHEMICAL INDUSTRIES LIMITED

Corporate Office:

10-N, Model Town Ext., Lahore 54000, Pakistan. UAN: 111 GHANI 1 (442-641)

Tel: 042 34161424-5, Fax: +92 42 35160393

www.ghaniglobal.com