



GHANI GLOBAL HOLDINGS LIMITED

Ghani Global Group

GGL/Corp-AGM/PSX

September 30, 2021

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


Notice of Annual General Meeting - Ghani Global Holdings Limited

Dear Sir,

Enclosed please find a copy of the Notice of 14th Annual General Meeting of Ghani Global Holdings Limited to be held on 23 October 2021 at 11.00 A.M. at registered office of the company at 10-N, Model Town, Lahore, being dispatched to shareholders and to be published in newspapers.

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 Director/HOD, Surveillance, Supervision and Enforcement, SMD, SECP-ISD.
- Executive Director, Corporate Supervision Department, 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

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that 14th Annual General Meeting (AGM) of **Ghani Global Holdings Limited** (the Company) will be held on Saturday October 23, 2021 at 11:00 AM 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, 2021 together with Directors' and Auditors' Reports thereon.
2. To appoint Auditors of the Company for the year ending June 30, 2022 and to fix their remuneration.
3. Any other business with permission of the Chair.

SPECIAL BUSINESS

4. Approval of Bonus Shares

To authorize and approve, as recommended by the Board of Directors, issue of 15% bonus shares (in addition to 10% Bonus Shares already issued and allotted during the year on February 10, 2021) in proportion of Fifteen (15) Ordinary Share for every Hundred (100) Ordinary Shares held by the Members (i.e. @ 15%) by capitalization of a sum of Rs. 419,904,652/- out of capital/revenue reserve of the company, by passing special resolution as proposed in the Statement under section 134(3) of the Companies Act 2017 annexed to the notice of AGM.

5. Allocation and Allotment of Shares under ESOS

To approval the allocation and allotment of 2,799,364 ordinary shares of the Company to the employees of subsidiary companies at the rate of PKR 30/- (with a premium of Rs. 20/- per share) under Employee Stock Option Scheme (ESOS), by passing special resolution as proposed in the Statement under section 134(3) of the Companies Act 2017 annexed to the notice of AGM.

6. Donation of Sale Proceed of Fraction Shares

To approve the sale present outstanding fraction shares appearing in shares register (total 7,114 ordinary shares of Ghani Global Holdings Limited) and all future fraction shares to be created in the result of any entitlement announced by the Company and to donate the sale proceed of fraction shares to Ghani



Global Foundation Trust instead of distributing to shareholders of the Company by passing special resolution proposed in the Statement under section 134(3) of the Companies Act 2017 annexed to the notice of AGM.

By Order of the Board

Place: **Lahore**
Dated: **October 01, 2021**

FARZAND ALI
Company Secretary

Notes:

1. BOOK CLOSURE

Share Transfer books of the Company will remain closed and no transfer of shares will be accepted for registration from Friday, October 15, 2021 to Friday, October 22, 2021 (both days inclusive). Transfer received in order at the office of the share registrar

M/s Vision Consulting Limited
1st Floor, 3-C, LDA Flats, Lawrence Road, Lahore.
Telephone No. 042-36375531, 36375339
Fax No. 042-36312550, Email: shares@vcl.com.pk

at the close of business on Thursday, October 14, 2021 will be treated in time for the purpose of determination of entitlement of bonus shares as recommended by the board of directors and attendance in the AGM.

2. 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.



3. COVID-19 CONTINGENCY PLANNING

Due to current COVID-19 situation, 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.

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 corporate@ghaniglobal.com, for their appointment/registration and proxy verification by or before Friday October 15, 2021 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 October 15, 2021.

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

Members are therefore, encouraged to attend the AGM through video link or by consolidating their attendance through proxies.

4. TRANSMISSION OF ANNUAL AUDITED FINANCIAL STATEMENTS:

The Company has circulated annual financial statements to its members through CD at their registered address. Printed copy of above referred statements can be provided to members upon request. Request Form is available on website of the company i.e. www.ghaniglobal.com.

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

The audited financial statements of the Company for the year ended June 30, 2021 have been made available on Company's website www.ghaniglobal.com in addition to annual and quarterly financial statements for the prior years.



6. 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 below 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.

7. PAYMENT OF CASH DIVIDEND (IF ANY) ELECTRONICALLY (MANDATORY)

Under the second proviso of Section 242 of the Company Act, 2017, listed companies are required to pay cash dividend to its shareholders only through electronic mode directly into bank account designated by the entitled shareholders. Accordingly, Members are requested to provide their International Banking Account Number (IBAN) together with a copy of the Computerized National Identity Card (CNIC) to update our records. In case of non-submission, all future dividend payments may be withheld.

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

The material facts concerning the special business to be transacted at the Annual General Meeting are given below:

Agenda Item No. 4

Approval of Bonus Shares:

The Board of Directors of Ghani Global Holdings Limited (the Company) has recommended to issue of bonus shares in proportion of Fifteen (15) Ordinary Share for every hundred (100) Ordinary Shares held by the Members (i.e. @ 15%) (in addition to 10% Bonus Shares already issued and allotted during the year on February 10, 2021) out of capital/revenue reserve of the company.

The Directors are not directly or indirectly interested in this special business except to the extent of entitlements of bonus shares to be allotted and/or already allotted to them and their spouses as shareholders of the Company



Draft Proposed Resolutions:

The following resolutions are proposed to be passed as Special Resolution, with or without modifications, additions or deletions to approve 15% Bonus Shares:

RESOLVED THAT a sum of Rs. 419,904,652/- be capitalized out of capital/revenue reserve of the Company (Ghani Global Holdings Limited) and applied towards issue of 41,990,465 ordinary shares of Rs. 10 each to be allotted as fully paid bonus shares in the proportion of Fifteen (15) Ordinary Share for every hundred (100) Ordinary Shares (15% Bonus Shares) held by the Members of the Company whose names appear on the Members' Register at the close of business on October 14, 2021.

FURTHER RESOLVED THAT a sum of Rs. 254,487,668/- be capitalized out of capital/revenue reserve of the Company (Ghani Global Holdings Limited) and applied towards issue of 25,448,767 shares of Rs. 10 each for allotment as fully paid bonus shares in the proportion of Ten (10) Ordinary Share for every hundred (100) Ordinary Shares (10% Bonus Shares) already allotted to the members of the Company on February 10, 2021.

FURTHER RESOLVED THAT the above bonus shares when issue shall rank *pari passu* in all respects with the existing ordinary shares of the Company.

FURTHER RESOLVED THAT members' entitlement to fractional shares as a result of their entitlement being less than one ordinary share shall be consolidated into whole shares and sold on the Pakistan Stock Exchange Limited and the proceeds so realized shall be donated to Ghani Global Foundation Trust.

FURTHER RESOLVED THAT the Chief Executive Officer and Company Secretary of the Company be and are hereby jointly and/or severally authorized to give effect to above resolutions and to do and cause to be done all acts, deeds and things that may be necessary, incidental or required for issue, allotment and distribution of the said bonus shares and payment of the sale proceeds of the fractional shares.

Agenda Item No. 5

Allocation and allotment of Shares to employees under Employees Stock Option Scheme:

Ghani Global Holdings Limited (the Company) consider its employees of its subsidiaries are to be the most valuable asset and to get their commitment and efforts, the Company firmly believes in providing them conducive environment and making them



feel a sense of security.

The board of directors of the Company has allocated 2,799,364 ordinary shares of the Company for allotment to the employees of its subsidiary companies at the rate of PKR 30/- (with a premium of Rs. 20/- per share) under Employee Stock Option Scheme (ESOS) to be approved with or without modifications, additions or deletions by the shareholders of the Company. List of employees to whom shares under ESOS scheme has been allocated will be available for inspection by the shareholders at Annual General Meeting.

The Directors of the Company are not interested in the aforementioned special business except to the extent those executive directors including chief executive which may entitled to the options as an eligible employee.

Draft Proposed Resolutions:

The following resolutions are proposed to be passed as Special Resolution, with or without modifications, additions or deletions:

RESOLVED THAT, approval of shareholders of the Company (Ghani Global Holdings Limited) be and is hereby accorded to allocate and allot 2,799,364 ordinary shares of the Company to the Employees of its subsidiary companies under Employees Stock Option Scheme (ESOS) at the rate of PKR 30/- per share (with a premium of Rs. 20/- per share) pursuant to the provision of Section 83 of the Companies Act, 2017 and the Companies (Further Issue of Shares) Regulations, 2020, considered in this Annual General Meeting and circulated by the Company along with notice of the meeting, be and is hereby approved, adopted and agreed.

RESOLVED FURTHER 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 expedient for the purpose of giving effect to the aforementioned Resolutions and for matters connected therewith or incidental thereto, and to take all necessary steps as required under the law or otherwise under the applicable Employees Stock Option Scheme.

Agenda Item No. 6

Donation of Sale Proceed of Fraction Shares

On calculation of entitlements announced to shareholders of the Company fraction shares are consolidated and require to distribute the sale proceed to concern shareholders. Usually worked out entitlement are in the range of Rs.10 – Rs.50 and cost of distribution is in the range Rs.50- to Rs.80 per shareholder. The board of directors has



shareholders this nominal amounts may be donated to Ghani Global Foundation Trust formed by the sponsors of the Company for benefits of eligible employees and general community at large.

The Directors of the Company are not interested in the aforementioned special business except to the extent that directors are also shareholders of the Company.

Draft Proposed Resolutions:

The following resolutions are proposed to be passed as Ordinary Resolution, with or without modifications, additions or deletions:

RESOLVED THAT, approval of shareholders of the Company (Ghani Global Holdings Limited) be and is hereby accorded to donate the sale proceeds of present and future fraction shares to Ghani Global Foundation Trust instead of distribution to the shareholders of the Company.

RESOLVED FURTHER 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 expedient for the purpose of giving effect to the aforementioned Resolutions and for matters connected therewith or incidental thereto.

