

Ghani

Ghani Glass Limited

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Pakistan, 54700.
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www.ghaniglass.com

No. GGL/PSX/2021/31

October 06, 2021

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

Fax: 021-111-573-329

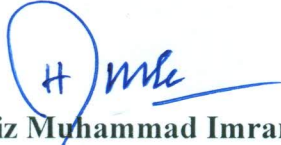
Dear Sir,

Notice of Annual General Meeting –Ghani Glass Limited

We refer our letter No. GGL/PSX/2021/29 dated October 01, 2021 and enclose herewith the notice of Annual General Meeting of **Ghani Glass Limited** for your information and record. The same notice will be published in newspapers.

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

Yours Sincerely,



Hafiz Muhammad Imran Sabir
Company Secretary

Encl: As above

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that 29th Annual General Meeting of the members of **GHANI GLASS LIMITED** will be held on Thursday October 28, 2021 at 11:30 a.m., at Nine Tree Luxury Hotel & Suites, 32-C, Gulberg-III, Lahore to transact the following business:

Ordinary Business

1. To confirm the minutes of Extraordinary General Meeting held on December 14, 2020.
2. To receive, consider and adopt the audited annual accounts of **GHANI GLASS LIMITED** for the year ended June 30, 2021 together with the Directors' and Auditors' reports thereon.
3. To approve, as recommended by the Board of Directors, payment of Final Cash Dividend @ 10% i.e. Re.1 per share. This is in addition to aggregated Interim Cash Dividend of 85% (1st interim cash dividend of 65% i.e. Rs. 6.5 per share, and second interim cash dividend of 20% i.e. Rs. 2 per share) already paid for the year ended June 30, 2021.
4. To appoint auditors for the year ending June 30, 2022 and fix their remuneration.

The retiring auditors namely M/s. EY Ford Rhodes, Chartered Accountants, being eligible, have offered themselves for re-appointment.

Special Business

Alteration of Memorandum of Association

5. To consider and if deemed fit, pass the following special resolutions, with or without modification, as proposed by the directors, to amend sub clause 8 of clause III of Memorandum of Association of the company:

"RESOLVED that the approval be and is hereby granted to alter the sub clause 8 of clause III of Memorandum of Association of Ghani Glass Limited with the new clause as given below:

8. To invest the surplus funds of the Company, from time to time in any venture which the board deem suitable for the company including purchase, improvement, development, construction & management of all kinds of immovable property; acquiring shares, securities, stocks, debentures, bonds, units or Government securities or other securities, stocks and to exercise and enforce all rights and powers conferred by or incidental to such investments and execute all such assignments, endorsements, transfers, receipts and documents that may be necessary in that behalf.

"FURTHER RESOLVED That the Chief Executive Officer and/or Company Secretary be and are hereby singly authorized to take all necessary actions on behalf of the Company to complete necessary corporate or legal formalities where required for the purpose of implementation of the aforesaid resolutions.

6. To transact any other business with the permission of the Chair.

A Statement of Material Facts under Section 134(3) of the Companies Act, 2017 is being attached with the notice.

Lahore: October 6, 2021

By order of the Board


Hafiz Muhammad Imran Sabir
Company Secretary

Notes:

- The share transfer books of the Company will remain closed from October 21, 2021 to October 28, 2021 (both days inclusive). Members whose names appear on the register of members as at the close of business on October 20, 2021 will be entitled to attend the Annual General Meeting and cash dividend entitlement.
- A member entitled to attend and vote at the Annual General Meeting is entitled to appoint another member as a proxy to attend and vote on his/her behalf. A corporation being a member may appoint as its proxy any of its official or any other person whether a member of the Company or not. Proxies in order to be effective must be deposited at the Share Registrar of the Company not less than 48 hours before the time for holding the meeting, and must be duly stamped, signed and witnessed.
- Members are requested to promptly notify Company's Shares Registrar M/s. Corplink (Pvt.) Ltd., Wings Arcade, 1-K Commercial, Model Town, Lahore, Ph: 042-35916714, 35916719 Fax: 042-35869037 of any change in their addresses to ensure delivery of mail.
- CDC Accountholders will further have to follow the guidelines as laid down by Circular No. 1, dated January 26, 2000, issued by Securities and Exchange Commission of Pakistan ("SECP").

Withholding tax on dividend income

It is further informed that pursuant to the provisions of Finance Act 2014, effective from July 1, 2014 a new criteria for withholding of tax on dividend income was introduced by the FBR. The 'Filer' and 'Non-Filer' shareholder shall pay tax on dividend @ 15% and 30% respectively.

Mandatory Payment of Cash Dividend Through Electronic Mode

The provisions of Section 242 of the Companies Act, 2017 require the listed companies that any dividend payable in cash shall only be paid through electronic mode directly into the bank account designated by the entitled shareholders. Accordingly, the shareholders holding physical shares are requested to provide the following information to the Company's Share Registrar at the address given herein above. In case of shares held in CDC, the same information should be provided directly to the CDS participants for updating and forwarding to the Company.

Folio No/Investor Account /CDC sub Account No:

Title of Account:

CNIC No:

IBAN No:

Bank Name:

Branch address:

Cell No:

Name of Network (if protected):

Email Address:

Signature of Shareholder

Video Conference Facility

In terms of the Companies Act, 2017, members residing in a city holding at least 10% of the total paid up share capital may demand the facility of video-link for participating in the annual general meeting. The request for video-link facility shall be received by the Share Registrar at the address given hereinabove at least 7 days prior to the date of the meeting on the Standard Form placed in the annual report which is also available on the website of the Company.

Transmission of Annual Financial Statements through e-mail

In pursuance of the directions given by the Securities and Exchange Commission of Pakistan (SECP) vide SRO 787(I)/2014 dated September 8, 2014, those shareholders who desire to receive Annual Financial Statements in future through e-mail instead of receiving the same by Post are advised to give their formal consent along with their e-mail address duly signed by the shareholder along with copy of his CNIC to our share registrar's office, M/s. Corplink (Pvt) Ltd, Wings arcade, 1-k, commercial, Model Town, Lahore. Please note that giving e-mail address for receiving of Annual Financial Statements instead of the same by Post is optional, in case you do not wish to avail this facility, please ignore this notice, Financial Statement will be sent to you at your registered address.

Exemption from deduction of Income Tax/Zakat

Members seeking exemption from deduction of income tax or are eligible for deduction at a reduced rate are requested to submit a valid tax exemption certificate or necessary documentary evidence as the case may be. Members desiring non-deduction of zakat are also requested to submit a valid declaration for non-deduction of zakat.

Availability of Audited Financial Statements on Company's Website

The audited financial statement of the company for the year ended June 30, 2021 have been placed at the Company's website www.ghaniglass.com.

Statement of Material Facts under the Provisions of Section 134(3) of the Companies Act, 2017

Item No.5

Alteration in Memorandum of Association

The Board of Directors, in their meeting held on October 1, 2021 has approved to amend the sub clause 8 of Clause III of the Memorandum of Association of Ghani Glass Limited in order to avail the best opportunities and utilize the surplus funds of the company in profitable ventures.

Comparison of Memorandum of Association of the Company with regard to proposed alteration

MOA Clause reference	Existing Clauses	Proposed new Clauses
III (8)	To deal moneys of the Company not immediately required upon such securities and in such manner as may from time to time be determined.	To invest the surplus funds of the Company, from time to time in any venture which the board deem suitable for the company including purchase, improvement, development, construction & management of all kinds of immovable property; acquiring shares, securities, stocks, debentures, bonds, units or Government securities or

		other securities, stocks and to exercise and enforce all rights and powers conferred by or incidental to such investments and execute all such assignments, endorsements, transfers, receipts and documents that may be necessary in that behalf.
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Interest of Directors

The directors are not interested, directly or indirectly, in the above business except to the extent of their shareholding as has been detailed in the pattern of Shareholding.