

GGGL/Corp-AGM/PSX

October 07, 2022

**The General Manager**

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

**Notice of Annual General Meeting – Ghani Global Glass Limited**

Dear Sir,

Enclosed please find a copy of the Notice of 15<sup>th</sup> Annual General Meeting of Ghani Global Glass Limited to be held on 28 October 2022 at 10.00 A.M. at registered office of the company at 10-N, Model Town, Lahore.

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

For and on behalf of  
**Ghani Global Glass Limited**



**FARZAND ALI**  
Company Secretary

**Encl: - As Above**

**CC:** Executive Director / HOD, Offsite-II Department, Supervision Division, SECP, ISD

**Corporate Office:**

10-N, Model Town Ext. Lahore - 54700, Pakistan.  
UAN: 111-Ghani1, Ph: +92-42-35161424-5  
Fax: (092) 42-35160393  
E-mail: info@ghaniglobalglass.com  
Web: www.ghaniglobalglass.com

**Regional Marketing Office:**

7-A, Block F, Gulshan-e-Jamal  
Rashid Minhas Road  
Karachi - 75260  
Ph: (021) 34572150  
E-mail: glassmkt@ghaniglobal.com

**Glass Plant:**

52-Km, Multan Road  
Phool Nagar Bypass,  
Distt. Kasur - 55260  
Ph: (049) 4510349-549  
E-mail: glassplant@ghaniglobalglass.com

# NOTICE OF ANNUAL GENERAL MEETING GHANI GLOBAL GLASS LIMITED

Notice is hereby given that 15th Annual General Meeting (AGM) of **Ghani Global Glass Limited** (the Company) will be held on Friday, October 28, 2022, at 10:00 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, 2022 together with Directors' and Auditors' Reports thereon.
2. To appoint Auditors of the Company for the year ending June 30, 2023 and to fix their remuneration. The retiring auditors' M/S CROWE Hussain Chaudhury & Co., Chartered Accountants, being eligible, have offered themselves for reappointment.
3. Any other business with permission of the Chair.

## SPECIAL BUSINESS

4. To consider and if deemed fit for investment up to Rs. 200 million in Ghani Global Holdings Limited (GGL) by passing the special resolution with or without modifications under section 199 of the Companies Act, 2017, as annexed with statement under section 134(3) of the Companies Act, 2017.
5. To consider and if deemed fit for investment up to Rs. 300 million in Ghani Chemical Industries Limited (GCIL) by passing the special resolution with or without modifications under section 199 of the Companies Act, 2017, as annexed with statement under section 134(3) of the Companies Act, 2017.

By Order of the Board

Place: **Lahore**  
Dated: **October 03, 2022**

**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 21, 2022 to Friday, October 28, 2022 (both days inclusive). Transfer received in order at the office of the share registrar

M/S DIGITAL CUSTODIAN COMPANY  
4-F, Perdesi House, Old Queens Road KARACHI  
Telephone No. 021 32419770  
Email: [muhammad.suleman@digitalcustodian.co](mailto:muhammad.suleman@digitalcustodian.co)

at the close of business on Thursday, October 20, 2022 will be treated in time for the purpose of 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 [agmggl@ghaniglobal.com](mailto:agmggl@ghaniglobal.com), for their appointment/registration and proxy verification by or before Friday October 21, 2022 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 21, 2022.

Shareholders can also provide their comments and questions for the agenda items of the AGM at the email address [agmggl@ghaniglobal.com](mailto: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.ghaniglobalglass.com](http://www.ghaniglobalglass.com).

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

The audited financial statements of the Company for the year ended June 30, 2022 have been made available on Company's website [www.ghaniglobalglass.com](http://www.ghaniglobalglass.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**

The Board of Directors of Ghani Global Glass Limited has proposed the investment of Rs. 200 million in Ghani Global Holdings Limited being Holding/associated undertaking of the Company.

#### **DRAFT PROPOSED RESOLUTIONS:**

The following resolutions are proposed to be passed as Special Resolutions, with or without modifications to obtain approval of shareholders of the Company under section 199 of the Companies Act, 2017:

Resolved That pursuant to the requirements of section 199 of the Companies Act, 2017, Ghani Global Glass Limited (GGGL/the Company) be and is hereby authorized to make investment upto PKR 200 million (Rupees Two hundred million only) in Ghani Global Holdings Limited (GGL) an associated company, by way of advances and loans, as and when required by GGL provided that the return on such advances and loans shall not be less than rate of 3 months KIBOR +85 bps and that such advances and loans shall be repayable within three (3) years period starting from the date of payment of such advances and loans as per other terms and conditions mentioned in the statement under Section 134(3) of the Companies Act, 2017.

Resolved Further That the above said resolution shall be valid for a period of 3 years 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 investment as and when deemed appropriate and necessary in the best interest of the Company and its shareholders 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 giving effect to the spirit and intent of the special resolution for making investment from time to time.





**Agenda Item No. 5**

The Board of Directors of Ghani Global Glass Limited has proposed the investment of Rs. 300 million in Ghani Chemical Industries Limited being associated undertaking of the Company.

**DRAFT PROPOSED RESOLUTIONS:**

The following resolutions are proposed to be passed as Special Resolutions, with or without modifications to obtain approval of shareholders of the Company under section 199 of the Companies Act, 2017:

Resolved That pursuant to the requirements of section 199 of the Companies Act, 2017, Ghani Global Glass Limited (GGGL/the Company) be and is hereby authorized to make investment upto PKR 300 million (Rupees three hundred million only) in Ghani Chemical Industries Limited (GCIL) an associated company, by way of advances and loans, as and when required by GCIL provided that the return on such advances and loans shall not be less than rate of 3 months KIBOR + 85 bps and that such advances and loans shall be repayable within three (3) years period starting from the date of payment of such advances and loans as per other terms and conditions mentioned in the statement under Section 134(3) of the Companies Act, 2017.

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The information required under SRO 1240(1)/2017 dated 06 December 2017 are as under:

(a) DISCLOSURES:

(A) Regarding associated company or associated undertaking

Requirement	Loans and Advances in Ghani Global Holdings Limited	Loans and Advances in Ghani Chemical Industries Limited																																																												
Name of the associated company	Ghani Global Holdings Limited (GGL).	Ghani Chemical Industries Limited																																																												
Basis of Relationship	Holding Company and Common Directorship.	Associated Company and Common Directorship.																																																												
Earnings/(Loss) per share for the last three years	2022: 0.033 2021: (0.118) 2020: (0.003)	2022: 2.33 2021: 2.28 (restated) 2020: (1.22)																																																												
Breakup value per share, based on latest audited financial statements	30-6-2022: 11.71	30-6-2022: 15.16																																																												
Financial position, including main items of balance sheet and profit and loss account on the basis of its latest financial statements;	<p>Audited Financial Statements for the year ended June 30, 2022 showed:</p> <table><tr><td><b>Profit&amp; Loss:</b></td><td>Rupees in "000"</td></tr><tr><td>Sales (net)</td><td>91,838</td></tr><tr><td>Gross profit</td><td>20,908</td></tr><tr><td>Admin exp.</td><td>(11,616)</td></tr><tr><td>Other income</td><td>7,563</td></tr><tr><td>Profit/Loss</td><td>10,476</td></tr></table> <p>Financial Position:</p> <table><tr><td>Operating fixed assets</td><td></td></tr><tr><td>Other non-current assets</td><td>3,581,211</td></tr><tr><td>Current assets</td><td>210,143</td></tr><tr><td><b>Total Assets</b></td><td><b>3,791,354</b></td></tr></table> <table><tr><td>Paid up Capital</td><td>3,219,270</td></tr><tr><td>Revenue Reserve</td><td>551,431</td></tr><tr><td>Loan from sponsors</td><td>-</td></tr><tr><td><b>Total equity</b></td><td><b>3,770,701</b></td></tr></table>	<b>Profit&amp; Loss:</b>	Rupees in "000"	Sales (net)	91,838	Gross profit	20,908	Admin exp.	(11,616)	Other income	7,563	Profit/Loss	10,476	Operating fixed assets		Other non-current assets	3,581,211	Current assets	210,143	<b>Total Assets</b>	<b>3,791,354</b>	Paid up Capital	3,219,270	Revenue Reserve	551,431	Loan from sponsors	-	<b>Total equity</b>	<b>3,770,701</b>	<p>Audited Financial Statements for the year ended June 30, 2022 showed:</p> <table><tr><td><b>Profit&amp; Loss:</b></td><td>Rupees in "000"</td></tr><tr><td>Sales (net)</td><td>4,190,726</td></tr><tr><td>Gross profit</td><td>1,746,672</td></tr><tr><td>Admin exp</td><td>(163,293)</td></tr><tr><td>Other income</td><td>211,830</td></tr><tr><td>Profit/Loss</td><td>812,426</td></tr></table> <p>Financial Position:</p> <table><tr><td>Operating fixed assets</td><td>5,763,849</td></tr><tr><td>Other non-current assets</td><td>461,486</td></tr><tr><td>Non-Current Assets hold for sale</td><td>253,687</td></tr><tr><td>Current assets</td><td>3,146,878</td></tr><tr><td><b>Total Assets</b></td><td><b>9,625,900</b></td></tr></table> <table><tr><td>Paid up Capital</td><td>3,597,550</td></tr><tr><td>Accumulated Profit</td><td>1,258,130</td></tr><tr><td>Share premium</td><td>300,000</td></tr><tr><td>Revaluation surplus</td><td>298,727</td></tr><tr><td><b>Total equity</b></td><td><b>5,454,407</b></td></tr></table>	<b>Profit&amp; Loss:</b>	Rupees in "000"	Sales (net)	4,190,726	Gross profit	1,746,672	Admin exp	(163,293)	Other income	211,830	Profit/Loss	812,426	Operating fixed assets	5,763,849	Other non-current assets	461,486	Non-Current Assets hold for sale	253,687	Current assets	3,146,878	<b>Total Assets</b>	<b>9,625,900</b>	Paid up Capital	3,597,550	Accumulated Profit	1,258,130	Share premium	300,000	Revaluation surplus	298,727	<b>Total equity</b>	<b>5,454,407</b>
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	Non- current liabilities -	Non- current liabilities 1,425,030
	Current Liabilities 20,653	Current liabilities 2,746,463
	<b>Total Equity and Liabilities 3,791,354</b>	<b>Total Equity and Liabilities 9,625,900</b>

(B) General Disclosures:

Maximum amount of investment to be made	Rs. 200 million as long term loans and advances	Rs. 300 million as long term loans and advances																																				
Purpose, benefits likely to accrue to the investing company and its members from such investment and period of investment;	To earn profits on company's funds	To earn profits on company's funds																																				
Sources of funds to be utilized for investment	Through internal sources, equity issue and/or other options are under planning.	Through internal sources, equity issue and/or other options are under planning.																																				
salient features of the agreement(s), if any, with associated company or associated undertaking with regards to the proposed investment;	Agreement will be executed before extending the advances and loans in accordance with the terms and conditions as approved by the shareholders.	Agreement will be executed before extending the advances and loans in accordance with the terms and conditions as approved by the shareholders.																																				
direct or indirect interest of directors, sponsors, majority shareholders and their relatives, if any, in the associated company or associated undertaking or the transaction under consideration;	<p>Currently shareholding position of the following directors and majority shareholders of the Company (Ghani Global Glass Limited) in associated company (GGL) is as under:</p> <table> <tr> <th>Names of Directors</th><th>Number of Shares</th><th>Holding %</th></tr> <tr> <td>Mr. Masroor Ahmad Khan</td><td>49,251,672</td><td>15.29</td></tr> <tr> <td>Mr. Atique Ahmad Khan</td><td>44,381,374</td><td>13.78</td></tr> <tr> <td>Hafiz Farooq Ahmad</td><td>46,448,257</td><td>14.42</td></tr> <tr> <td>Mr. Ubaid Waqar</td><td>-</td><td>-</td></tr> <tr> <td>Mr. Muhammad Danish Siddique</td><td>-</td><td>-</td></tr> </table>	Names of Directors	Number of Shares	Holding %	Mr. Masroor Ahmad Khan	49,251,672	15.29	Mr. Atique Ahmad Khan	44,381,374	13.78	Hafiz Farooq Ahmad	46,448,257	14.42	Mr. Ubaid Waqar	-	-	Mr. Muhammad Danish Siddique	-	-	<p>Currently shareholding position of the following directors and majority shareholders of the Company (Ghani Global Glass Limited) in associated company (GCIL) is as under:</p> <table> <tr> <th>Names of Directors</th><th>Number of Shares</th><th>Holding %</th></tr> <tr> <td>Mr. Masroor Ahmad Khan</td><td>2</td><td>0.000001</td></tr> <tr> <td>Mr. Atique Ahmad Khan</td><td>2</td><td>0.000001</td></tr> <tr> <td>Hafiz Farooq Ahmad</td><td>2</td><td>0.000001</td></tr> <tr> <td>Mr. Ubaid Waqar</td><td>-</td><td>-</td></tr> <tr> <td>Mr. Muhammad Danish Siddique</td><td>-</td><td>-</td></tr> </table>	Names of Directors	Number of Shares	Holding %	Mr. Masroor Ahmad Khan	2	0.000001	Mr. Atique Ahmad Khan	2	0.000001	Hafiz Farooq Ahmad	2	0.000001	Mr. Ubaid Waqar	-	-	Mr. Muhammad Danish Siddique	-	-
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	<p>Mrs. Ayesha Masroor - -</p> <p>Mr. Yasir Ahmed Awan - -</p> <p>Ghani Global Holdings Limited (Majority Shareholder) - -</p> <p>The Sponsors directors of GGL holds the following shares in GGGL:</p> <table> <tr> <th>Names of Directors</th><th>Number of Shares</th><th>Holding %</th></tr> <tr> <td>Mr. Masroor Ahmad Khan</td><td>2,400</td><td>0.001</td></tr> <tr> <td>Mr. Atique Ahmad Khan</td><td>2,400</td><td>0.001</td></tr> <tr> <td>Hafiz Farooq Ahmad</td><td>2,400</td><td>0.001</td></tr> <tr> <td>Mr. Mahmood Ahmad</td><td>-</td><td>-</td></tr> <tr> <td>Chaudhary Umair Waqar</td><td>-</td><td>-</td></tr> <tr> <td>Mrs. Rabia Atique</td><td>2,400</td><td>0.001</td></tr> <tr> <td>Ms. Hafsa Masroor</td><td>-</td><td>-</td></tr> </table>	Names of Directors	Number of Shares	Holding %	Mr. Masroor Ahmad Khan	2,400	0.001	Mr. Atique Ahmad Khan	2,400	0.001	Hafiz Farooq Ahmad	2,400	0.001	Mr. Mahmood Ahmad	-	-	Chaudhary Umair Waqar	-	-	Mrs. Rabia Atique	2,400	0.001	Ms. Hafsa Masroor	-	-	<p>Mrs. Ayesha Masroor - -</p> <p>Mr. Yasir Ahmed Awan - -</p> <p>Ghani Global Holdings Limited 251,459,985 69.89 (Majority Shareholder)</p> <p>The Sponsors directors of GCIL holds the following shares in GGGL:</p> <table> <tr> <th>Names of Directors</th><th>Number of Shares</th><th>Holding %</th></tr> <tr> <td>Mr. Masroor Ahmad Khan</td><td>2,400</td><td>0.001</td></tr> <tr> <td>Mr. Atique Ahmad Khan</td><td>2,400</td><td>0.001</td></tr> <tr> <td>Hafiz Farooq Ahmad</td><td>2,400</td><td>0.001</td></tr> <tr> <td>Mr. Ali Akhtar</td><td>-</td><td>-</td></tr> <tr> <td>Mr. Usman Hassan</td><td>-</td><td>-</td></tr> <tr> <td>Mrs. Saima Shafi Rana</td><td>-</td><td>-</td></tr> <tr> <td>Hafiz Imran Lateef</td><td>-</td><td>-</td></tr> </table>	Names of Directors	Number of Shares	Holding %	Mr. Masroor Ahmad Khan	2,400	0.001	Mr. Atique Ahmad Khan	2,400	0.001	Hafiz Farooq Ahmad	2,400	0.001	Mr. Ali Akhtar	-	-	Mr. Usman Hassan	-	-	Mrs. Saima Shafi Rana	-	-	Hafiz Imran Lateef	-	-
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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	NIL	NIL																																																
any other important details necessary for the members to understand the transaction;	NIL	NIL																																																

(b) In case of Equity Investment

NIL

(c) In case of Investment in the form of Guarantee

NIL



(d) In case of Investments in the form of Loan and Advances

Category wise amount of investments	Rs. 200 million as long term loans and advances	Rs. 300 million as long term loans and advances
Average borrowing cost of the investing company	NIL	3 months KIBOR + 85bps
Rate of interest, markup, profit, fees or commission etc. to be charged	3 months KIBOR + 85bps but not less than annual average borrowing cost	3 months KIBOR + 85bps but not less than annual average borrowing cost
Particulars of collateral security to be obtained in relation to the proposed investment.	NIL	NIL
If the investment carry conversion features:	NA	NA
Repayment schedule and terms & conditions of loans or advances to be given to the associated company or associated undertaking.	<p>- Repayment of loan will be within three years from the date of payment with payment of profit on quarterly basis.</p> <p>-any other term or conditions approved by shareholders of the company.</p>	<p>- Repayment of loan will be within three years from the date of payment with payment of profit on quarterly basis.</p> <p>-any other term or conditions approved by shareholders of the company.</p>

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 proposed investment in its associated companies i.e. Ghani Global Holdings Limited and Ghani Chemical Industries Limited, before recommending it for member's approval.

The following documents shall be available to the members of the company for inspection in the AGM to be held on October 28, 2022.

1. Recommendations of due diligence report of investing companies.
2. Last three years annual reports of associated companies.

