



Ghani Global Group

GHANI CHEMICAL INDUSTRIES LIMITED

Manufacturers of Medical / Industrial Gases & Chemicals

GCIL/Corp-EOGM

November 18, 2024

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

EOGM FOR DEMERGER/MERGER

Newspaper Cuttings of Postal Ballot and Provision of Electronic Voting.

Dear Sir,

This is in continuation to our letter No. GCIL/Corp-EOGM/PSX, dated November 15, 2024.

Please find enclosed herewith copy of cuttings of Ballot Paper and provisions of Electronic Voting published in **Daily Dawn & Daily Nawai-e-Waqt** on November 16, 2024 in Karachi, Lahore & Islamabad publications, for your information and placement on record.

Please acknowledge the receipt.

Yours truly,
for **Ghani Chemical Industries Limited**

(FARZAND ALI)
Company Secretary

CC: The Executive Director/HOD, Offsite-II Dep., Supervision Division, SECP, ISD

Corporate Office:

10-N, Model Town Ext. Lahore - 54000, Pakistan
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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.
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Fax: 92-49-4510749
E-mail: ggl1plant@ghaniglobal.com

Karachi Plants:

A-53, Chemical Area,
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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 Hanpur.
E-mail: ggl3plant@ghaniglobal.com

ISO 9001:2015, ISO 14001:2015, ISO 45001:2018 & PS 3733:2019 P-2 CERTIFIED

PROCEDURE FOR E-VOTING AND BALLOT PAPER

In continuation to the notice of Extraordinary General Meeting of Ghani Chemical Industries Limited ("the Company") published on November 01, 2024 and in accordance with the Companies (Postal Ballot) Regulations, 2018, the right to vote through electronic voting facility (e-voting) and voting by post (Postal Ballot) shall be provided to the members of the Company for special business agenda regarding approval of Scheme of Compromises, Arrangements and Reconstruction (the Scheme), in the manner and subject to the conditions contained in the said regulations. Digital Custodian Company Limited, has been appointed as the service provider for E-Voting.

PROCEDURE FOR E-VOTING
 Details of the e-voting facility will be shared through an e-mail with those members of the Company who have their valid CNIC numbers, cell numbers, and e-mail addresses available in the register of members of the Company by the close of business on November 15, 2024.

Under the provisions of the Regulations, members of the Company will be allowed to exercise their right to vote through electronic voting facility and voting by post for the special business in its Extra Ordinary General Meeting to be held on Saturday, November 23, 2024, at 11:30 a.m. in accordance with the requirements and subject to the conditions contained in the aforesaid Regulations. E-voting will start on November 20, 2024, at 9:00 a.m. and close on November 22, 2024, at 5:00 p.m. Members can cast their votes at any time during this period. Once members vote on a resolution, they shall not be allowed to change it.

PROCEDURE FOR VOTING THROUGH POSTAL BALLOT
 The members shall ensure that duly filled and signed ballot paper along with a copy of the Computerized National Identity Card (CNIC) should reach the Chairpersons (appointed by the Honorable Lahore High Court, Lahore) through post on the Company's registered address, 10-N, Model Town Extension, Lahore or email at postalballot@ghanicl.com by November 22, 2024 one day before the Extraordinary General Meeting. The signature on the ballot paper shall match with the signature on CNIC.

For the convenience of the Members, the ballot paper is annexed to this notice and the same is also available on the Company's website at www.ghaniglobal.com for download.

Place: Lahore
 Dated: November 15, 2024

FARZAND ALI
 Company Secretary

POSTAL BALLOT PAPER

Ballot Paper for voting through post for the Special Business at the Extraordinary General Meeting to be held on Saturday, November 23, 2024, at 11:30 a.m. at registered office 10-N, Model Town Extension, Lahore and through video conferencing.

Contact Details of the Chairpersons at which the duly filled in ballot paper may be sent:
 Business Address: The Chairpersons (appointed by the Honorable Lahore High Court, Lahore) through post on the Company's registered address, 10-N, Model Town Extension, Lahore or email at postalballot@ghanicl.com by November 22, 2024 one day before the Extraordinary General Meeting. The signature on the ballot paper shall match with the signature on CNIC.
 Phone: +92-42-35161424-5, website: www.ghaniglobal.com, E-mail: postalballot@ghanicl.com

Name of shareholder/joint shareholders	
Registered Address of shareholder(s)	
Number of shares held	
Folio number	
CNIC Number (copy to be attached)	
Additional Information and enclosures (In case of representative of body corporate, corporation and Federal Government)	

I/we hereby exercise my/our vote in respect of the following Special Resolutions through postal ballot by conveying my/our assent or dissent to be following agenda by placing tick (✓) mark in the appropriate box below.

Sr. #	Nature and Description of Special Resolution	No. of Ordinary shares for which votes cast	I/We assent to the Resolutions (FOR)	I/We dissent to the Resolutions (AGAINST)
1.	RESOLVED THAT pursuant to the provisions of Section 279 to 283 of the Companies, Act, 2017 and other applicable provisions, if any, and subject to the approval by the Honorable Lahore High Court or any other competent Court/ authorities, the proposed demerger of Calcium Carbide Project of Ghani Chemical Industries Limited ("Transferor Company") with and into Ghani Chem World Limited ("Transferee Company") along with the draft Scheme of Compromises, Arrangement and Reconstruction as placed before the shareholders, be and are hereby approved.			
2.	RESOLVED THAT pursuant to the provisions of Section 279 to 283 of the Companies, Act, 2017 and other applicable provisions, if any, and subject to the approval by the Honorable Lahore High Court, the proposed merger of Ghani Products (Private) Limited ("Transferor Company") with and into Ghani Chemical Industries Limited ("Transferee Company") along with the draft Scheme of Compromises, Arrangement and Reconstruction as placed before the shareholders, be and are hereby approved.			
3.	RESOLVED FURTHER THAT approval be and is hereby accorded to implement the Scheme and accordingly application/petition shall be filed with the Securities and Exchange Commission of Pakistan, Honorable Lahore High Court, Pakistan Stock Exchange Limited and any other competent authority(ies).			
4.	RESOLVED FURTHER THAT the approval of the shareholders be and is hereby granted to the terms and conditions..... (Full contents of this resolution has been disseminated through PUCARS to PSX and also available at website of the Company)			
5.	RESOLVED FURTHER THAT pursuant to the provision of Section 279 to 283 of the Companies, Act, 2017 and other applicable provisions, necessary joint/separate application(s), petition(s) and may be moved by the Chief Executive Officer or the Company Secretary of Ghani Chemical Industries Limited singly before the Honorable Lahore High Court, for seeking its directions as to convening, holding and conducting of any meeting(s) of Court, for seeking its directions as to convening, holding and conducting of any meeting(s) of Court, for the appointment of Chairman, issuance and dispatch of notices and placement of advertisements and for seeking any other directions as the Honorable Lahore High Court may deem fit and proper and for seeking the approval of the proposed amalgamation/ merger and the proposed Scheme of Amalgamation/ Merger.			
6.	RESOLVED FURTHER THAT approval be and is hereby given to the Board of Directors of Ghani Chemical Industries Limited to amend the swap ratio, if advised or directed by the Securities and Exchange Commission of Pakistan or Honorable Lahore High Court, as the case may be, for the issuance of partially redeemable shares of Ghani Chem World Limited to the shareholders of the Ghani Chemical Industries Limited.			
7.	RESOLVED FURTHER THAT approval be and is hereby given to the Board of Directors of Ghani Chemical Industries Limited to amend the swap ratio, if advised or directed by the Securities and Exchange Commission of Pakistan or Honorable Lahore High Court, as the case may be, for the issuance of ordinary shares of Ghani Chemical Industries Limited to the shareholders of the Ghani Products (Private) Limited.			
8.	RESOLVED FURTHER THAT the shareholders, be and hereby authorize singly the Chief Executive Officer or the Company Secretary of the Company (i.e. respective company/ corporate undertaking), to undertake and implement all relevant steps/actions, required to be completed, as a consequence of the approval of the above special resolutions.			
9.	RESOLVED FURTHER THAT the Chief Executive Officer or the Company Secretary of the Ghani Chemical Industries Limited, be and are hereby singly authorized to submit the certified true copies of the resolutions passed by the shareholders of the Company (i.e. respective company/ corporate undertaking) to the Honorable Lahore High Court, the Registrar of Companies, the Securities and Exchange Commission of Pakistan, Pakistan Stock Exchange Limited and such other competent authorities, if necessary.			
10.	RESOLVED FURTHER THAT the approval be and is hereby given to amend the Memorandum and Articles of Association of Ghani Chem World Limited to incorporate the requisite changes to issue Partially Redeemable Shares of the Ghani Chem World Limited and to operate the extended activities (if required) resultant due to demerger of Calcium Carbide Project.			
11.	RESOLVED FURTHER THAT the Chief Executive Officer, or the Company Secretary of the Ghani Chemical Industries Limited,..... (Full contents of this resolution has been disseminated through PUCARS to PSX and also available at website of the Company)			
12.	RESOLVED FURTHER THAT the Chief Executive Officer, or the Company Secretary of the Ghani Chem World Limited, be and are hereby singly authorized to make requisite changes/amendments as described in the Scheme in the Memorandum and Articles of Association of the Ghani Chem World Limited.			
13.	RESOLVED FURTHER THAT the Chief Executive Officer, or the Company Secretary of the Ghani Chemical Industries Limited, be and are hereby singly authorized to make requisite changes/amendments as described in the Scheme in the Memorandum and Articles of Association of the Ghani Chemical Industries Limited.			

NOTES:
 1. Duly filled-in and signed original postal ballot should be sent to the Chairpersons at above mentioned postal or email address.
 2. Copy of CNIC Passport (in case of foreigner) should be enclosed with the postal ballot form.
 3. Postal ballot forms should reach the Chairpersons of the meeting on or before Friday, November 22, 2024, during working hours. Any postal ballot received after this date, will not be considered for voting.
 4. Signature on postal ballot should match with signature on CNIC/Passport (in case of foreigner).
 5. Incomplete, unsigned, incorrect, defaced, torn, mutilated, over written ballot paper will be rejected.
 6. This postal Poll paper is also available for download from the website of the Company <https://www.ghaniglobal.com> and member may download accordingly.

Signature of shareholder(s)/ Proxy Holder(s)/ Authorized Signatory
 (In case of corporate entity, please affix company stamp) _____ Date: _____
 Place: _____

Note:
 Postal Ballot Paper with detailed resolutions have disseminated through PUCARS to PSX and also available on the website of the Company for download at following web link/ QR Code link:
<https://ghaniglobal.com/ghanichemicals/eogm/>



FOUNDED BY QAUID-I-AZAM MOHAMMAD ALI JINNAH

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