

## GHANI CHEMICAL INDUSTRIES LIMITED

No. GCIL/Corp/PSX-IM

March 25, 2025

The General Manager

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

Subject: INFORMATION MEMORANDUM OF GHANI CHEMWORLD LIMITED (WHOLLY OWNED SUBSIDIARY OF GHANI CHEMICAL INDUSTRIES LIMITED)

Dear Sir,

In continuation to our letter No. GCIL/Corp/PSX-BM-1, dated March 17, 2025, we are pleased to enclose Information Memorandum of Ghani ChemWorld Limited (GCWL) to be listed at PSX by allotment of ordinary shares of GCWL to the shareholders of GCIL with the SWAP ratio 1:2 (50 shares of GCWL against every 100 shares of GCIL) under the Demerger/Merger Scheme approved by the Honourable Lahore High Court, Lahore vide its order dated 20-02-2025.

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

Thanking you

Ghani Chemical Industries Limited

FARZAND ALI

Company Secretary

Ecls: As stated above.

CC: 1. The Executive Director, Supervision Department, SECP, Islamabad.

2. Central Depository Company of Pakistan Limited, Karachi.

National Clearing Company of Pakistan Limited, Karachi.



## **Information Memorandum**

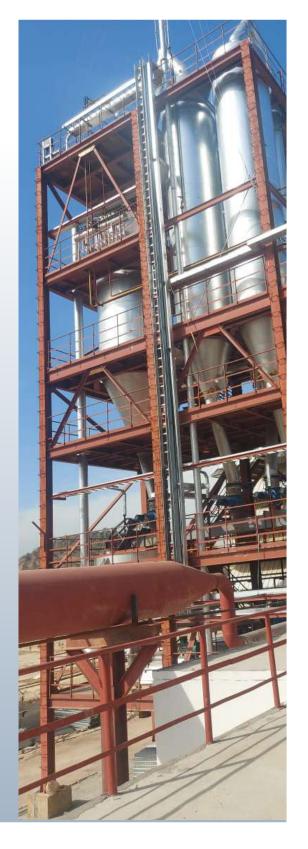


### **Ghani ChemWorld Limited**

Faith... Experience... Innovation... Growth...

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## **Corporate Information**



### **BOARD OF DIRECTORS**

Masroor Ahmad Khan Non Executive Director (Chairman)

Atique Ahmad Khan (Chief Executive Officer)

Executive Director

Hafiz Farooq Ahmad

Non Executive Director

Rabia Atique

Non Executive Director

Saira Faroog

Non Executive Director

Mehmood Ahmad

Independent Director

Hafiz Imran Lateef

Independent Director Asif Sae

### **COMPANY SECRETARY**

Farzand Ali

### **CHIEF FINANCIAL OFFICER**

Asim Mehmud

### **BOARD COMMITTEES**

**Audit & Risk Management Committee** 

Mehmood Ahmad

(Chairman)

Hafiz Faroog Ahmad

Rabia Atique

**HR&R** and Compensation Committee

Hafiz Imran Lateef

(Chairman)

Saira Faroog

Atique Ahmad Khan

Hafiz Faroog Ahmad

#### **BANKERS**

Albaraka Bank Pakistan Limited Soneri Bank Limited

#### **EXTERNAL AUDITORS**

Ilyas Saeed & Co. Chartered Accountants

### **LEGAL ADVISOR**

Asif Saeed, Advocate

### REGISTERED/CORPORATE OFFICE

10-N, Model Town Ext, Lahore. UAN: 111 GHANI 1 (442-641) Fax: (092) 042-35160393

E-mail: info.gcwl@ghaniglobal.com Website: www.ghaniglobal.com

#### MANUFACTURING PLANT

Plot No. 13-24, Zone-B Hattar Special Economic Zone, Distt. Haripur, KPK.

### SHARE REGISTRAR

Corplink (Private) Limited Wings Arcade, 1-K Commercial, Model Town, Lahore-Pakistan.

Tell: 042-35916714

## **Group** History

Ghani Global Group enjoys over decades of successful entrepreneurial history. (Late) Muhammad Ahmad (father of present sponsors) one of the founders of Ghani Group commenced its business journey by establishing Ahmad Brothers and Company during 1967 and obtained Silica Sand leases. Silica sand quarries are in Qamar Mashani, Distt. Mianwali.

The group has a rich history of around six decades in diversified sectors involving Silica Sand, Rock Salt & Coal Mining, Textiles, Glass, Industrial & Medical Gases, Chemicals, Construction, Food and Trading. The group comprises many private, public and publicly listed companies.

Names of other listed Companies of the Group are as under:

- Ghani Global Holdings Limited (GGL), listed at PSX since January 2010
- Ghani Global Glass Limited (GGGL), listed at PSX since December 2014
- Ghani Chemical Industries Limited (GCIL), listed at PSX since November 2022



## **About the Directors**

The Company Directors are experienced and qualified personalities.



#### **About the Directors**

### Mr. Masroor Ahmad Khan, Chairman Graduate from Punjab University

33 years experience on numerous senior Management Positions. Also certified Director under Code of Corporate Governance.

### Mr. Atique Ahmad Khan, CEO Qualified Mechanical and Electrical Engineer

31 years Experience in industrial sectors at higher management positions. Also certified Director under Code of Corporate Governance.

#### Directorship in other Companies

- Ghani Global Holdings Limited
- Ghani Chemical Industries Limited
- Killowat Labs Technologies Limited
- Ghani Global Foods (Private) Limited
- Ghani Engineering (Private) Limited
- Ghani Gases (Private) Limited
- Ghani Industrial Complex (Private) Limited
- Ghani Power (Private) Limited
- Ghani Logistics (Private) Limited
- Air Ghani (Private) Limited
- A One Batteries (Private) Limited
- Kaya Projects (Private) Limited
- Ghani Global Holdings Limited
- Ghani Global Glass Limited
- Ghani Chemical Industries Limited
- Killowat Labs Technologies Limited
- Ghani Global Foods (Private) Limited
- Ghani Engineering (Private) Limited
- Ghani Gases (Private) Limited
- Ghani Industrial Complex (Private) Limited
- Ghani Power (Private) Limited
- Ghani Logistics (Private) Limited
- Air Ghani (Private) Limited
- A One Batteries (Private) Limited
- Kaya Projects (Private) Limited

About the Directors	Directorship in other Companies
Hafiz Farooq Ahmad, Director Engineer Graduate from the University of Illinois, Chicago, USA 21 Years experience in industrial sector. Privilege of holding a patent which is registered in USA. Also certified Director under Code of Corporate Governance.	<ul> <li>Ghani Global Glass Limited</li> <li>Ghani Chemical Industries Limited</li> <li>Killowat Labs Technologies Limited</li> <li>Ghani Global Foods (Private) Limited</li> <li>Ghani Engineering (Private) Limited</li> <li>Ghani Gases (Private) Limited</li> <li>Ghani Industrial Complex (Private) Limited</li> <li>Ghani Power (Private) Limited</li> <li>Ghani Logistics (Private) Limited</li> <li>Air Ghani (Private) Limited</li> </ul>
Mrs. Rabia Atique, Director B.A from Lahore College for Women She holds directorship in listed & Private Companies more than 10 years. Also certified Director under Code of Corporate Governance.	<ul> <li>Ghani Chemical Industries Limited</li> <li>Ghani Global Foods (Private) Limited</li> <li>Ghani Engineering (Private) Limited</li> </ul>
Mrs. Saira Farooq, Director Raison Arts/Interior Designing She holds directorship in listed & Private Companies more than 10 years. Also certified Director under Code of Corporate Governance.	<ul><li>Ghani Global Holdings Limited</li><li>Ghani Global Foods (Private) Limited</li><li>Ghani Engineering (Private) Limited</li></ul>
Mr. Mehmood Ahmad, Independent Director M.Phil. & Ph.D. in Islamic Banking & Fianance 18 years of Islamic Finance & Technology Implementation experience & 9 years of experience as a member of Shariah Board. Also certified Director under Code of Corporate Governance.	- Ghani Global Holdings Limited
Hafiz Imran Lateef, Independent Director Bachelors from Punjab University & MBA from Riphah International University 30 years of experience in Textile Sector. Also certified Director under Code of Corporate Governance.	- Ghani Chemical Industries Limited - Texlynx (Private) Limited

## **Key Management**

About the Management	Education	Experience
Mr. Asim Mahmud Director Finance/Gourp CFO	FCA	26 years rich experience in Accounts & Finance of listed companies.
Mr. Farzand Ali Group GM Corporate / Company Secretary	C.A Finalist Fellow Member Institute of Corporate Secretaries	35 years rich experience of Finance & Corporate matters of mainly Textile, Automobile, Glass & Chemical Industries.
Mr. Bilal Butt GM Sales & Marketing	B.Sc Mechanical Engineering MBA Marketing	Having 16 years of experience in the field of sale & marketing of chemical sector.
Mr. Sibtul Hassan Gilani GM Procurement	Master of Business Administration	20 Years experience in Pharma, Electronic, Gases & Glass Industries.
Hafiz Muhammad Kifayat Manager Plant	B.Sc Chemical Engineering	14 years in Manufacturing Sector.
Mr. Farhan Abid Manager Sales & Marketing	B.Sc Honor in Business & Information Technology	10 Years experience in Marketing & Business Management.

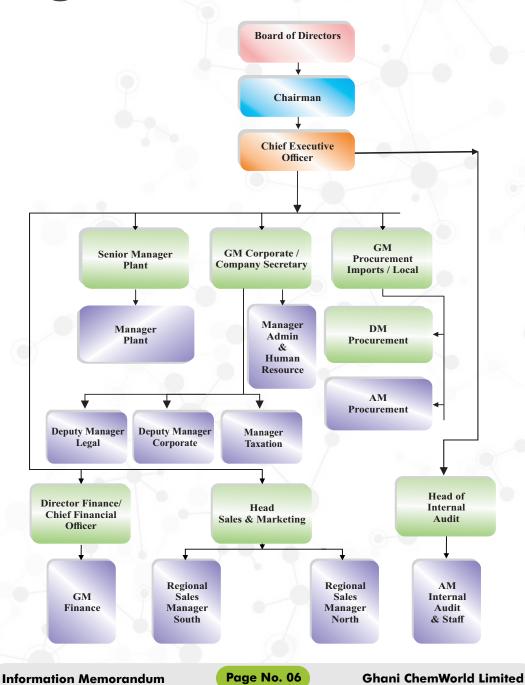


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**Information Memorandum** 

**Ghani ChemWorld Limited** 

## **Organization Chart**



## **Vision**

Ghani ChemWorld is committed to quality, service, value and honesty with dedication to provide the very best products and to serve the national community at large. Our organization believes in faith, experience, innovation and growth, and will strive to strengthen all in our employees, customers and business peers.



## **Mission**

We strive to achieve market leadership through technological edge, distinguished by quality and customer satisfaction, and emphasis on employees' welfare and ensure adequate return to shareholders. We further wish to contribute to the development of economy and country through harmonized endeavor.



## **Core Values**



## Demerger/Merger Scheme

The Honorable Lahore High Court, vide its order dated February 20, 2025 in Civil Original No. 65259 of 2024, has approved the Scheme of Compromises, Arrangement and Reconstruction ('The Scheme') under Section 279 to 283 and 285 of the Companies Act, 2017 for the transfer of complete business and undertaking of "Calcium Carbide Project" of Ghani Chemical Industries Limited with and into Ghani ChemWorld Limited. Besides, the Scheme of Arrangement also envisages transfer of designated assets of Ghani Products (Private) Limited with and into Ghani Chemical Industries Limited and distribution of shares of Ghani Chemical Industries Limited held by Ghani Products (Private) Limited to the shareholders of Ghani Products (Private) Limited and issuance of additional shares of Ghani Chemical Industries Limited to Ghani ChemWorld Limited.

1. The authorized capital and the issued capital of the companies will stand changed as follows:

#### **Authorized Capital**

Company	Type of Share	Par Value	Authorized Capi	tal in Rs. 000
		Rs./share	Before Scheme	After Scheme
GPL	Ordinary Shares	10.00	50,010	To be Dissolved
GCIL	Ordinary Shares	10.00	8,000,000	6,000,000
GCIL	Class B Shares	10.00	500,000	-
GCWL	Ordinary Shares	10.00	1,000	2,510,000
GCWL	Partially Redeemable Shares	100.00	_ 2	41,010
			8,551,010	8,551,010

#### Issued Capital

Company	Type of Share	Par/Nominal Value	Issued Capital in Rs. 000	
< A		Rs./share	Before Scheme	After Scheme
GPL	Ordinary Shares	10.00	300	To be Cancelled
GCIL	Ordinary Shares	10.00	5,001,880	5,704,519
GCIL	Class B Shares	10.00	-	-
GCWL	Ordinary Shares	10.00	500	2,501,440
GCWL	Partially Redeemable Shares	100.00	-	-
9		4	5,002,680	8,205,959

2. The Authorized Share Capital of GCWL shall be as follows (after the payment of requisite share registration fee to the SECP):

Revised Share Capital	Rs. 000	Nos.	Rs. 000	Nos.	Rs. 000	Nos.
	Under	Scheme	Add	itional	Total	Impact
Ordinary Shares	2,510,000	251,000,000	90,000	9,000,000	2,600,000	260,000,000
Partially Redeemable Shares	41,010	410,100	958,990	9,589,900	1,000,000	10,000,000

3. The pattern of shareholding of GCWL, before and after the Scheme, will be as under:

	GCWL	GCWL
	Before	After
	Scheme	Scheme
Ghani Chemical Industries Limited	49,993	49,993
Ghani Global Holdings Limited	-(	139,879,150
Directors, Chief Executive Officer and their Spouse(s) and	7	46,786,150
Children		
General Public/Others		63,428,657
	50,000	250,143,950

70,000,000 ordinary shares of GCIL shall be issued to GCWL. Share capital of GCIL shall be as follows:

Ordinary Shares of the	Company before Impact of the	Nos.	500,187,971
•	to be Issued to the shareholders	Nos.	263,960
of GPL Additional ordinary shares	to be Issued to GCWL	Nos.	70,000,000
Ordinary Shares of the Co Scheme	mpany after Impact of the	Nos.	570,451,931

#### 5. Free Float of Shares

Free Float of Shares of GCWL shall be provided once final list of shareholding is extracted after entitlement date.

6. The Statement of Financial Position showing the Scheme Effect as Sanction Date is attached herewith showing Net Assets transferred and impact of the Scheme as on Sanction Date:

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Effect as Sanctio	
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	POCIFICATION OF THE POCIFI	GCIL.	GOL	JACON .	GP.	109	GCWL	146	GCII.	POCINI
	February 20, 2025 Rs. 000	February 20, 2025 Rs. 000	February 20, 2025 Rs. 000	February 20, 2025 Rs. 000	February 20, 2025 Rs. 000	February 20, 2025 Rs. 000	Pemerger/Werger Aglussments February 20, 2025 Rs. 000	February 20, 2025 Rs. 000	February 20, 2025 February Rs. 000 Rs	February 20, 2025 Rs. 000
Assatis										
Non-current assets										-
Property, plant and equipment	11,349,344	2,270,271	9,079,073			(2,270,271)	2,270,271		9,079,073	2,270,271
right to use assets	\$ 470		1 478				35		2470	2
Long term investments	20,575		20,575		414 607		1,035,515	(414,607)	20275	1.035.515
Long term deposits	66,516		66,616		205562020	:30			919/99	
	11 975 069	2 270 271	9.704.798	95°	414 607	40	北	Ž)	9704798	3 305 786
					and the second					
Current assets	***************************************	******	****			Table of the	400 000	7.0	446.640	
Stores, spares and loose tools	535,011	188,322	340,089			(188,322)	188,322		540,089	188,522
Stock-in-trade	360,841	303,620	200,721			(303'606)	309,620	A 0	2 100 002	909,605
Coars and advances	1 961 490	357.719	1603771	16		APLY 5251	957.738		1603.771	357.735
Deposits, prepayments and other receivables	656.513	200711			100	(2007)111	200,711		455.802	200.711
Tax refunds due from Government.	121,346		121,346					٠	121,346	
Prepaid tax levies	1,370		1,370				٠		1,370	. *
Advance income tax	346,328		'n	8	790	062		(062)	347,118	*
Short term investments	100,000	100,000				(100,000)	100,000			100,000
Cash and benit belences	370,935	30	370,935	247	2,522	2,522	×	(2,522)	373,457	247
5,	6,677,649	1,156,872	5.521.277	266	3.312	X.	X:		5,524,589	1.156.658
Total assets	18,652,718	3,425,543	15,226,075	592	417,919	(3,423,331)	4,462,158	(417,919)	15,229,387	4,462,424
100 mm										
Share capital and reserves										
Share capital	5,001,879		5,001,879	200	300	702,640	3,500,940	(300)	5,704,519	2,501,440
Share premium	164,011		154,011			(164,011)				
Revaluation surplus on freehold and leasehold land	735,087	124,950	610,137			(735,087)				*
Merger reserve? (Goodwiil)	1,342,746		1,342,746	75,000		(1,342,746)	943,741		4 (10)	943,741
Unappropriated profit	3,601,295		3,601,295	(23)	62,343	(867,078)	* 3.1	(62,343)	2,734,217	(121)
CORT I SPOTING N	10,845,018	124,950	10,720,068	263	417,490			(stores)	8,438,736	3,444,943
Non-current liabilities			000000000000000000000000000000000000000							
Long term finances	1,421,101	900,000	1,421,101			1000,0001	900,000		1,421,101	000000
long term senitive density	78.876	achinos	78.876			(non/nos)	ngo hogo	. 7	78.876	anniaru
Lasse liabilities	5,647		5,647			25-			5,647	83
Deferred liabilities	974,174		974,174			38	313		974,174	itis
								4		٠
	3,279,798	800,000	2,479,798	•	•				2,479,798	800,000
Current liabilities								0.000		
Trade and other payables	534,129	204,787	329,342	3	366	(204,421)	204,787	(39E)	329,708	204,790
Contract liabilities - advances from customers	232,460		232,460						232,460	
Accraed profit	435,414	15971	240,725			(1597)	12,691		740,/73	12,091
Once form becoming	3517111		9,547,111			67.0	s.c		7 517 111	523
Since semi porrowings	475.314		475.314			i i	5		475.314	E 3
Provision for tax levies	196		196				23.18	100	196	
Teastion	514,016		514,016		63	63	35	(63)	514,079	.00
Inter-Segment (Receivable)/Payable		2,284,215					32			28
	4,527,902	2,501,698	2,026,209	•	429			()	4,510,853	217,481
Total liabilities	7,807,700	3,301,693	4,506,007		429				6,790,651	1,017,481
Total and the and liabilities	10.653.719	1 476 641	16 236 075	386	A17 616	(120 257 271)	4467 158	1010 5101	15 330 387	ACA CAA.

## **About Company**

Ghani ChemWorld Limited (GCWL/ the Company) was incorporated as public limited company on July 31, 2024 (CUIN 0265009) under the Companies Act, 2017 as wholly owned subsidiary of Ghani Chemical Industries Limited (GCIL).

The principal line of business of the Company is to manufacture, produce, refine, process, formulate, acquire, convert, sell, distribute, buy, sell, import, export or otherwise deal various chemical and allied products.

Main purpose of formation of the Company was to transfer of Calcium Carbide Project (the Project) from GCIL to GCWL under the Demerger/Merger Scheme approved by the Honourable Lahore High Court, Lahore on 20-02-2025 in Civil Original No. 65259 of 2024. Under the Scheme, all the concessions, licenses, incentives, tax holidays related to the Calcium Carbide Project is being transferred (without effecting GCIL as a Residual) to GCWL.

The project spreads over land areas of 13.34 Acres and is situated in Zone B of Hattar Special Economic Zone, District Haripur. It is at final stage of Commissioning under the supervision of European and Chinese teams of professionals.

Ghani Global Group is engaged in trading business of Calcium Carbide for more than 1 decade. Project of GCWL would be the first of its kind in Pakistan and will help to increase existing market share of the Company from 40% to 90%-100%. This will result not only import substitution but will also open the doors for earning foreign exchange for the country.

After taking Demerger/Merger Scheme affects:

Authorized Capital of the Company is Rs. 3,600,000,000/- divided into 260,000,000 ordinary shares of Rs. 10/- each and 10,000,000 partially redeemable shares of Rs. 100/- each (with par/nominal value divided into redeemable portions of Rs. 90/- per share and irredeemable portion of Rs. 10/- per share).

Paid up capital of the Company is Rs. 2,501,440,000/- divided into 250,144,000 ordinary shares of Rs. 10/- each.

## The Project

The project spreads over on an area of 13.34 Acres in Hattar Special Economic Zone, District Haripur. The construction area is 100,000 sqft that includes Production, Storages, Administration and Parking sites etc.

Raw material includes Lime Stone (which is plenty available in the Country), Coke, Electrodes etc. Total Capacity of the Plant is 25,000 Tons Per Annum. It is expected that plant will start its production from April 2025.

The Environmental Protection Agency, Government of Khyber Pakhtunkhwa, has accorded approval for setup of this Project, at Hattar Economic Zone, District Haripur. In addition to above, Ministry of Energy (Petroleum Division), Department of Explosives has also accorded approval for storage of Calcium Carbide under the Carbide of Calcium Rules, 1937.

Calcium Carbide, also known as calcium acetylide, is a chemical compound used in the production of polyvinyl chloride (PVC) and various other chemicals. Currently we are importing and trading in calcium carbide for the last many years and this manufacturing facility will not only an import substitute by meeting the entire demand of the Pakistani market but will also open the doors to earn foreign exchange by exporting to Afghanistan, the Middle East, SARC and other countries. Calcium carbide is used in the production of acetylene gas, which is a fuel used in welding and melting and metal cutting. It is also used in the production of other chemicals, including calcium cyanimide (for agriculture and fertilizers use), steel industry, artificial ripening of fruits, chemical manufacturing (synthetic rubbers, plastics etc.).

Calcium carbide (CaC2) is made by heating a mixture of lime and carbon in an electric arc furnace. Its manufacturing process includes:

Prepare lime:

Limestone is calcined in a kiln to make lime.

Carbon:

Petroleum coke, metallurgical coke, or anthracite coal are used as carbon sources.

Mix lime and carbon:

The lime and carbon are mixed in an electric furnace.

Smelting:

The mixture is heated to 2,000–2,100°C (3,632–3,812°F) in electric arc furnace. The lime is reduced by carbon to calcium carbide and carbon monoxide.

The reaction for the production of calcium carbide is  $CaO + 3C \rightarrow CaC2 + CO$ .

Calcium Carbide is further used in production of Dissolved Acetylene and Acetylene is further used for production of carbon Black and Hydrogen gas.



## Manufacturing **Process**



## Intrduction of Product

Being only production facility of this capacity in Pakistan, Calcium carbide manufacturing is not only serving as an import substitute by meeting the entire demand of the Pakistani market but will also open doors to earn foreign exchange by exporting to Afghanistan, the Middle East, SARC and other countries.



## **Professional** in Chemicals

We feel proud in ourselves to produce quality products. We have a team of professionals to provide before and after sale services to our valuable clients to meet their satisfaction in every possible manner. This has been made possible by highly qualified technical persons in research and development division and by state-of-the-art research center equipped with modern equipments.



## **Product Analysis**

Size (mm)	Gas Yield (I/Kg)	Size % ≥	PH3% (V/V) ≤	H2S% (V/V) ≤
80-120	295-310	88	0.016	0.10
50-80	295-305	88	0.016	0.10
25-50	295-300	88	0.016	0.10



## Size Distribution



Customized size is also provided as per customer requirement in different packing sizes.

## **Applications**



Used as Desulfurizer and Dehydrate agent in steel industry. Also used as powerful Deoxidizer. Also used In Reduction of metals.

Used to produce acetylene gas. Acetylene gas is used in oxyacetylene cutting and welding purpose in industry. Acetylene is also used in metal fabrication, intermediate in cosmetics, tableted drugs, antiseptics and polyurethane fibers.





Preparation of calcium cyanamide, ethylene, chloroprene rubber, acetic acid, dicyandiamide and cyanide acetate.

Used in manufacturing of Acetic acid, Acrylic acid, Acrylonitril and 1,4 butanediol.





Used in Resin synthesis, Organic chemical and Plastics. Also used in production of Vinyl Acetate monomer (VAM) and Polyvinyl chloride monomer (PVC).

Calcium carbide is used to make calcium cyanamide which is a good fertilizer.





Calcium carbide is also used to capture CO2 via Carbon closed loop system.

Calcium carbide is used in many Nano science areas including Nano-CaCO3 synthesis by jet-reactor from calcium carbide slag.





Acetylene-derived chemicals are used in the synthesis of pharmaceuticals and aromatic compounds found in perfumes and essential oils.

## **Safety Measures**



- Highly reactive with water producing acetylene gas.
- Safety dress to be worn when working with Calcium carbide.
- Store at dry and well ventilated place.
- ✓ Use protective gloves and safety goggles

## Available Packing

- 5 kg Packing Polyethylene Bags
- 25 kg Drum Packing
- √ 50 kg Drum Packing
- 100 kg Drum Packing
- ✓ 200 kg Drum Packing
- 20 kg Carton Packing







Customized Packing is also available as per customer demand.

# Company Certifications (In Process)











### **CONTACT US**

### **Corporate Office:**

10-N, Model Town Ext, Lahore 54000, Pakistan.

#### **Plant:**

Plot # 13-24, Hattar Special Economic Zone, District Haripur.

### Phone No.

+92-42-34161424-5

#### E-mail:

info.carbide@ghaniglobal.com