

# NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 10th Annual General Meeting (AGM) of Ghani Chemical Industries Limited (the Company/GCIL) will be held on Tuesday, 28 October 2025, at 10:30 AM, at the registered office of the Company, located at 10-N, Model Town Ext., Lahore, to transact the following business:-

## ORDINARY BUSINESS

1. To receive, consider and approve the Annual Audited Accounts of the Company for the year ending June 30, 2025, together with Directors' and Auditors' Reports thereon.

In accordance with Section 223 of the Companies Act 2017 and pursuant to S.R.O. 389(I)/2023 dated 21 March 2023, the Company's financial statements have been uploaded to the company's website, where they can be downloaded via the provided weblink and QR-enabled code.

<https://www.ghaniglobal.com/annual-reports/>



2. To appoint auditors of the Company for the year ending 30 June 2026 and to determine their remuneration. The retiring auditors, M/S ShineWing Hameed Chaudhri & Co., Chartered Accountants, being eligible, have offered themselves for reappointment.
3. To elect seven (07) directors as fixed by the board under the provisions of the Companies Act, 2017, for a term of three years beginning on 31 October 2025.

The names of retiring directors are as follows:

1.	Mr. Masroor Ahmad Khan	2.	Mr. Atique Ahmad Khan
3.	Mr. Hafiz Farooq Ahmad	4.	Mrs. Rabia Atique
5.	Mr. Hafiz Imran Lateef	6.	Mr. Sheikh Muhammad Saleem Ahsan
7.	Mr. Muhammad Hanif		

4. Any other business with permission of the Chair.

## SPECIAL BUSINESS

5. To consider and, if deemed appropriate, to increase the investment from Rs. 200 million to Rs. 300 million in Ghani Global Holdings Limited (GGL/the Holding Company) by passing the special resolution with or without modifications under section 199 of the Companies Act, 2017, as annexed with the statement under section 134(3) of the Companies Act, 2017.
6. To consider, and if deemed appropriate, to increase the investment from Rs. 1,300 million to Rs. 1500 million in Ghani Global Glass Limited (GGGL/associated Company) by passing the special resolution with or without modifications under section 199 of the Companies Act, 2017, as annexed with a statement under section 134(3) of the Companies Act, 2017.
7. To consider, and if deemed appropriate to enhance the investment from Rs. 1,500 million to Rs. 2,000 million in Ghani ChemWorld Limited (GCWL/associated Company) by passing the special resolution with or without modifications under section 199 of the Companies Act, 2017, as annexed with the statement under section 134(3) of the Companies Act, 2017.

8. To approve the issuance of cross corporate guarantee of Rs. 1,000 million for Ghani ChemWorld Limited (GCWL) being associated company to the bank(s) for financing facility by passing the resolution as special resolutions under section 199 of the Companies Act, 2017 as proposed in the Statement under section 134(3) of the Companies Act 2017 annexed to the notice of AGM.
9. To consider and if deemed fit, to approve disinvest the investment of 50,000 ordinary shares of Rs. 10/- each from its associated company namely, Ghani ChenWorld Limited (GCWL) at some appropriate price not less than par value of shares, by passing special resolution with or without modification(s), addition(s) or deletion(s) under section 183(3) of the Companies Act, 2017, as annexed with statement under section 134(3) of the Companies Act, 2017.
10. To consider and, if deemed appropriate, to replace the existing Employees Stock Option Scheme (ESOS) by passing the special resolution as proposed in the statement under section 134 (3) of the Companies Act, 2017.

**By order of the Board**



**FARZAND ALI**  
Company Secretary

Place: **Lahore**

Dated: **October 06, 2025**

**Notes:**

**1. BOOK CLOSURE**

The share transfer books of the Company will remain closed, and no transfers of shares will be accepted for registration from Tuesday, 21 October 2025, to Tuesday, 28 October 2025 (both days inclusive). Transfer received in order at the office of the share registrar

M/S CORPLINK (PRIVATE) LIMITED  
WINGS ARCADE, 1 - K, COMMERCIAL MODEL TOWN, LAHORE  
TEL: +92 42 35916714, +92 42 35916719, Email: [shares@corplink.com.pk](mailto:shares@corplink.com.pk)

at the close of business on Monday, 20 October 2025, will be considered in time for attendance at the AGM.

**2. ELECTION OF DIRECTORS**

Any person seeking to contest the election shall, whether he or she is a retiring director or otherwise, submit his or her nomination along with all required documents (under Companies Act, 2017 and Listed Companies (Code of Corporate Governance) Regulation, 2019) for election, duly signed by the member or members making the nomination or by their duly authorized representative, to the Company at its registered office, 10-N, Model Town Extension, Lahore. This must be received at least fourteen (14) clear days before the meeting date.

**3. ATTENDANCE OF MEETING**

A member entitled to attend, speak, and vote at the AGM may appoint a proxy to attend, speak, and vote on their behalf.

Proxies, to be effective, must be properly signed, filled out, and witnessed, then deposited at the company's registered office along with certified copies of a valid computerised National Identity Card (CNIC) or passport at least 48 hours before the meeting.

CDC Account Holders must adhere to the guidelines outlined in Circular No. 1 dated 26 January 2000 issued by the SECP for attending the meeting.

Attendance at the meeting shall be upon production of the original CNIC or passport.

The Securities and Exchange Commission of Pakistan (SECP) has advised, via circular No. 4 of 2021 dated 15 February, to facilitate members' participation through electronic means. Members may attend the AGM via Video Link. To participate in the meeting via Video Link, members and their proxies are requested to register by providing the following information via email at [agmgcil25@ghaniglobal.com](mailto:agmgcil25@ghaniglobal.com) by 21 October 2025.

Full Name	Folio/CDC No.	Company Name	CNIC Number	Registered Email Address	Cell Number

Video link details and login credentials will be shared with members whose registered emails, containing all the necessary particulars, are received on or before Tuesday, 21 October 2025.

Shareholders can also submit their comments and questions regarding the AGM agenda items by email at [agmgil25@ghaniglobal.com](mailto:agmgil25@ghaniglobal.com).

#### **4. CONVERSION OF PHYSICAL SHARES INTO THE BOOK ENTRY FORM**

The SECP, through its letter No. CSD/ED/Misc/2016- 639-640 dated 26 March 2016, has advised listed companies to comply with the provisions of Section 72 of the Companies Act, 2017, by converting their issued physical shares into a book entry form.

Members of the Company holding physical folios or share certificates are requested to convert their shares from physical form to book-entry form as soon as possible. For further information and assistance, Members may contact our Share Registrar, M/s. Digital Custodian Company Limited.

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

The audited financial statements of the Company for the year ended 30 June 2025 have been made available on the Company's website [www.ghaniglobal.com/ghanichemicals](http://www.ghaniglobal.com/ghanichemicals).

Notwithstanding the above, the Company shall provide hard copies of the audited financial statements to any Member upon their request, sent to their registered address, free of charge, within one (1) week of receipt of such request.

#### **6. CHANGE IN ADDRESS AND CNIC**

Members are requested to notify or submit the following information and 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 the name of the Company at the address of the Company's Share Registrar mentioned below, if not previously notified or submitted.

- Change in their address, if any
- Members who have not yet submitted an attested photocopy of their valid CNIC are requested to do so directly to the Company's Share Registrar.

#### **7. POSTAL BALLOT/E-VOTING:**

In accordance with the Companies (Postal Ballot) Resolutions, 2018 ("the Regulations"), the members of the Company have the right to vote via electronic voting and/or postal voting, on the Election of Directors and Special Businesses at the upcoming AGM, subject to the requirements and conditions set out in the stated Regulations.

The Board of Directors of the Company has appointed M/s. Digital Custodian Company Limited, as the Service Provider for e-voting and M/s. Nasir Jamil & Co. Chartered Accountants, as Scrutinizer for the voting process under the Companies (Postal Ballot) Regulations, 2018 (the Regulations), to vote via electronic voting and postal voting for agenda items No. 3, 5, 6,7,8, and 9 of the meeting. Both the above (Service Provider & Scrutinizer) fulfil all the eligibility criteria as laid down by the Regulations and have the necessary knowledge and experience.

#### **STATEMENT OF MATERIAL FACT UNDER SECTION 134(3) OF THE COMPANIES ACT, 2017**

The statement outlines the material facts relating to the special business items to be transacted at the Annual General Meeting of the Company scheduled for Tuesday, 28 October 2025.

## **Agenda Item No. 5**

The Board of Directors of Ghani Chemical Industries Limited (GCIL/the Company) has proposed to enhance the investment in Ghani Global Holdings Limited (GGL/the Holding Company).

The shareholders of GCIL have already accorded approval to invest Rs.200 million in GGL in their Annual General Meeting held on October 26, 2024. Now, at the request of the holding company (GGL) to extend its financing limits for protection against increased trading activities, the Board of Directors of GCIL has recommended increasing the investment from Rs. 200 million to Rs. 300 million in GGL through long-term loans and advances, subject to the other terms and conditions specified in the statement under Section 134(3) of the Companies Act, 2017.”

The following resolutions are proposed to be passed as Special Resolutions:

**RESOLVED THAT** approval of the investment in Ghani Global Holdings Limited (GGL/the Holding Company) by the shareholders of the Company (Ghani Chemical Industries Limited/GCIL) under section 199 of the Companies Act, 2017, be and is hereby granted to increase from Rs. 200 million to Rs. 300 million (Rupees Three Hundred Million) through long-term loans and advances, subject to the other terms and conditions specified in the statement under Section 134(3) of the Companies Act, 2017.

**“FURTHER RESOLVED THAT** the resolutions as mentioned above shall be valid for a period of three years from the date of approval by the shareholders, and that the Chief Executive Officer and/or Company Secretary of the Company are hereby singly authorized to undertake the decision of the said investment as and when required. They are also empowered to take all necessary, incidental, and ancillary steps and actions, including executing any documents and agreements that may be necessary in this regard, and to perform all acts, matters, deeds, and things as may be necessary or expedient for implementing the resolutions mentioned above.”

## **Agenda Item No. 6**

The Board of Directors of Ghani Chemical Industries Limited (GCIL/the Company) has proposed to enhance the investment in Ghani Global Glass Limited (GGGL/associated Company). The shareholders of GCIL have already accorded approval to invest Rs. 1,300 million in GGGL in their AGM held on October 26, 2024. Now, upon request of the GGGL the Board of Directors of GCIL has recommended to enhance the investment from Rs.1,300 million to Rs. 1,500 million in GGGL by way of long term loans and advances, subject to the other terms and conditions specified in the statement under Section 134(3) of the Companies Act, 2017.

The following resolutions are proposed to be passed as Special Resolutions:

**“RESOLVED THAT** approval of investment in Ghani Global Glass Limited (GGGL/associated Company) by shareholders of the Company (Ghani Chemical Industries Limited/GCIL) under section 199 of the Companies Act, 2017 be and is hereby accorded to enhance from Rs.1,300 million to Rs.1,500 million (Rupees Fifteen Hundred Million) by way of long term loans and advances as per terms and conditions mentioned in the statement under section 134(3) of the Companies Act, 2017.”

**“FURTHER RESOLVED THAT** the resolutions as mentioned above shall be valid for a period of three years from the date of approval by the shareholders, and that the Chief Executive Officer and/or Company Secretary of the Company are hereby singly authorized to undertake the decision of the said investment as and when required. They are also empowered to take all necessary, incidental, and ancillary steps and actions, including executing any documents and agreements that may be necessary in this regard, and to perform all acts, matters, deeds, and things as may be necessary or expedient for implementing the resolutions mentioned above.”

### **Agenda Item No. 7**

The Board of Directors of Ghani Chemical Industries Limited (GCIL/the Company) has proposed to enhance the investment in Ghani ChemWorld Limited (GCWL/associated Company). The shareholders of GCIL have already accorded approval to invest Rs. 1,500 million in GCWL in their EOGM held on 12 April 2025. Now, upon request of the GCWL the Board of Directors of GCIL has recommended to enhance the investment from Rs.1,500 million to Rs. 2,000 million in GCWL by way of long term loans and advances, subject to the other terms and conditions specified in the statement under Section 134(3) of the Companies Act, 2017.

The following resolutions are proposed to be passed as Special Resolutions:

**“RESOLVED THAT** approval of investment in Ghani ChemWorld Limited (GCWL/associated Company) by shareholders of the Company (Ghani Chemical Industries Limited/GCIL) under section 199 of the Companies Act, 2017 be and is hereby accorded to enhance from Rs.1,500 million to Rs.2,000 million (Rupees two thousand Million) by way of long term loans and advances as per terms and conditions mentioned in the statement under section 134(3) of the Companies Act, 2017.”

**“FURTHER RESOLVED THAT** the resolutions as mentioned above shall be valid for a period of three years from the date of approval by the shareholders, and that the Chief Executive Officer and/or Company Secretary of the Company are hereby singly authorized to undertake the decision of the said investment as and when required. They are also empowered to take all necessary, incidental, and ancillary steps and actions, including executing any documents and agreements that may be necessary in this regard, and to perform all acts, matters, deeds, and things as may be necessary or expedient for implementing the resolutions mentioned above.”

### **Agenda Item No. 8**

On the request of Ghani ChemWorld Limited (GCWL) an associated Company, the Board of Directors of the Company (Ghani Chemical Industries Limited) has proposed to issue the cross corporate guarantee up to Rs. 1,000 million to the bank(s) of GCWL for a maximum period of five years subject to approval by shareholders of the Company.

The following resolutions are proposed to be passed as Special Resolution under section 199 of the Companies Act, 2017.

**RESOLVED that** pursuant to the requirements of Section 199 of the Companies Act, 2017, Ghani Chemical Industries Limited (the Company) be and is hereby authorized to issue cross corporate guarantee up to Rs. 1,000 million to the bank(s) for financing facility to its associated company named Ghani ChemWorld Limited, subject to terms and conditions mentioned in the statement under Section 134(3) of the Companies Act, 2017.

**Further Resolved that** the Chief Executive and Company Secretary of the Company be and is hereby singly authorized to take any and/or all actions to implement and give effect to the above resolution and to complete any or all necessary required corporate and legal formalities for the purpose of implementation of the above resolution.

### **Agenda Item No. 9**

Ghani ChemWorld Limited (GCWL) was incorporated under the Companies Act, 2017, as a Public Limited Company on 31 July 2024 (initially a wholly owned subsidiary of Ghani Chemical Industries Limited (GCIL/the Company)). In compliance with the Demerger/Merger Scheme approved by the Honorable Lahore High Court, the entire business and undertaking of the Calcium Carbide Project, including all assets, liabilities, and properties, have been transferred from GCIL to GCWL.

The Company currently holds an investment of 50,000 ordinary shares of Rs. 10/- each in GCWL. Due to this investment, the Company, under applicable laws, is required to comply with additional legal formalities regarding the attachment and publication of the consolidated accounts of GCWL with GCIL accounts. In view of the above, the Board of Directors of GCIL has considered it in the best interest of the Company and its members to divest the said investment to the directors of GCIL at the prevailing market price, but not less than the par value.

The following resolutions are proposed to be passed as Special Resolutions:

**“RESOLVED that** approval of shareholders of the Company (Ghani Chemical Industries Limited) be and hereby is hereby accorded to disinvest the investment of 50,000 ordinary shares of Rs. 10/- each from its associated company, namely, Ghani ChemWorld Limited (GCWL), to the directors of the Company at the prevailing market price, but not less than par value.”

**“FURTHER RESOLVED THAT** Mr. Mahmood Ahmad, Independent Director and Mr. Farzand Ali, Company Secretary of the Company, be and are hereby jointly authorized and empowered to take all decisions and sign the documents for the purposes of carrying out the said disinvestment.”

**“FURTHER RESOLVED THAT** the Company Secretary of the Company be and is hereby singly authorized to do all acts, deeds, matters and things, as may be deemed necessary, proper or expedient for the purpose of giving effect to the resolutions as mentioned above and for matters connected therewith or incidental thereto, and to take all necessary steps as required under the law or otherwise for filing/completion of disinvestment formalities.”

#### **Agenda Item No. 10**

The shareholders of the Company (Ghani Chemical Industries Limited) approved the Employee Stock Option Scheme (the Scheme) under Section 83 & 83(A) of the Companies Act, 2017, in their Extra-Ordinary General Meeting held on December 20, 2022. However, due to certain reasons the Scheme could not be implemented. The board of directors of the Company has proposed to replace the existing Employee Stock Option Scheme, in accordance with the provisions of Chapter VI under regulation 7(v)(b) – Employee Stock Option Scheme under the Companies (Further Issue of Shares) Regulations, 2020.

The following resolutions are proposed to be passed as Special Resolution.

**“RESOLVED THAT** in supersession of the existing Employee Stock Option Scheme approved by the shareholders in Extra Ordinary General Meeting dated December 20, 2022, Employee Stock Option Scheme (the “Scheme”) be and is hereby replaced in accordance with Section 83(A) of the Companies Act, 2017, and Chapter VI – Employee Stock Option Scheme under the Companies (Further Issue of Shares) Regulations, 2020 as per Annexure A”.

**“FURTHER RESOLVED THAT** each of the Chief Executive Officer, the Chief Financial Officer, and the Company Secretary of the Company, acting singly, be and is hereby authorized to take all necessary steps and execute all necessary documents towards fulfillment of all legal and corporate requirements involved, as may be necessary or expedient for the purpose of fully giving effect to and implementing the letter, spirit and intent of the foregoing resolutions.”

**THE INFORMATION REQUIRED UNDER SRO 1240(1)/2017  
DATED 06 DECEMBER 2017 IS AS FOLLOWS:**

(a) DISCLOSURES:

(A) Regarding the associated company or associated undertaking

<b>Requirement</b>	<b>Ghani Global Holdings Limited</b>	<b>Ghani Global Glass Limited</b>	<b>Ghani ChemWorld Limited</b>																																																																																																
Name of the associated company	Ghani Global Holdings Limited (GGL).	Ghani Global Glass Limited (GGGL).	Ghani ChemWorld Limited (GCIL).																																																																																																
Basis of Relationship	Holding Company and Common Directorship.	Associated Company and Common Directorship.	Associated Company and Common Directorship.																																																																																																
Earnings/(Loss) per share for the last three years	2025: 0.426 2024: 0.069 2023: 0.046	2025: 1.26 2024: 0.60 2023: 0.42	2025: 1.45 2024: - 2023: -																																																																																																
Breakup value per share, based on latest audited financial statements	Rs. 11.18 as on June 30, 2025	Rs. 11.92 as on June 30, 2025	Rs. 14.07 as on June 30, 2025																																																																																																
Financial position, including main items of balance sheet and profit and loss account on the basis of its latest financial statements;	<p>Unconsolidated Audited Financial Statements for the period ended June 30, 2025 showed:</p> <table> <tr> <td>Profit &amp; Loss:</td> <td>Rupees(000)</td> </tr> <tr> <td>Sales (net)</td> <td>95,652</td> </tr> <tr> <td>Gross profit</td> <td>1,217</td> </tr> <tr> <td>Admin Expenses</td> <td>6,396</td> </tr> <tr> <td>Other income</td> <td>201,265</td> </tr> <tr> <td>Finance Cost</td> <td>12,001</td> </tr> <tr> <td>Profit after Taxation</td> <td>151,010</td> </tr> <tr> <td>Financial Position:</td> <td></td> </tr> <tr> <td>Assets</td> <td>3,580,711</td> </tr> <tr> <td>Current Assets</td> <td>440,587</td> </tr> <tr> <td><b>Total Assets</b></td> <td><b>4,021,298</b></td> </tr> <tr> <td>paid up share capital</td> <td>3,541,197</td> </tr> <tr> <td>Revenue Reserve</td> <td>421,163</td> </tr> <tr> <td>Current liabilities</td> <td>58,938</td> </tr> <tr> <td><b>Equity and Liabilities</b></td> <td><b>4,021,298</b></td> </tr> </table>	Profit & Loss:	Rupees(000)	Sales (net)	95,652	Gross profit	1,217	Admin Expenses	6,396	Other income	201,265	Finance Cost	12,001	Profit after Taxation	151,010	Financial Position:		Assets	3,580,711	Current Assets	440,587	<b>Total Assets</b>	<b>4,021,298</b>	paid up share capital	3,541,197	Revenue Reserve	421,163	Current liabilities	58,938	<b>Equity and Liabilities</b>	<b>4,021,298</b>	<p>Audited Financial Statements for the period ended June 30, 2025 showed:</p> <table> <tr> <td>Profit &amp; Loss:</td> <td>Rupees(000)</td> </tr> <tr> <td>Sales (net)</td> <td>2,931,918</td> </tr> <tr> <td>Gross profit</td> <td>773,332</td> </tr> <tr> <td>Admin Expenses</td> <td>93,746</td> </tr> <tr> <td>Other income</td> <td>95,826</td> </tr> <tr> <td>Finance Cost</td> <td>346,371</td> </tr> <tr> <td>Profit after Taxation</td> <td>300,230</td> </tr> <tr> <td>Financial Position:</td> <td></td> </tr> <tr> <td>Non-current Assets</td> <td>3,120,993</td> </tr> <tr> <td>Current Assets</td> <td>3,067,296</td> </tr> <tr> <td><b>Total Assets</b></td> <td><b>6,188,290</b></td> </tr> <tr> <td>paid up share capital</td> <td>2,400,000</td> </tr> <tr> <td>Reserve</td> <td>459,854</td> </tr> <tr> <td>Non-current Liabilities</td> <td>549,182</td> </tr> <tr> <td>Current liabilities</td> <td>2,779,254</td> </tr> <tr> <td><b>Equity and Liabilities</b></td> <td><b>6,188,290</b></td> </tr> </table>	Profit & Loss:	Rupees(000)	Sales (net)	2,931,918	Gross profit	773,332	Admin Expenses	93,746	Other income	95,826	Finance Cost	346,371	Profit after Taxation	300,230	Financial Position:		Non-current Assets	3,120,993	Current Assets	3,067,296	<b>Total Assets</b>	<b>6,188,290</b>	paid up share capital	2,400,000	Reserve	459,854	Non-current Liabilities	549,182	Current liabilities	2,779,254	<b>Equity and Liabilities</b>	<b>6,188,290</b>	<p>Audited Financial Statements for the period ended June 30, 2025 showed:</p> <table> <tr> <td>Profit &amp; Loss:</td> <td>Rupees</td> </tr> <tr> <td>Sales (net)</td> <td>-</td> </tr> <tr> <td>Gross profit</td> <td>-</td> </tr> <tr> <td>Admin Expenses</td> <td>12,919,128</td> </tr> <tr> <td>Other income</td> <td>2,346</td> </tr> <tr> <td>Finance Cost</td> <td>-</td> </tr> <tr> <td>Profit after Taxation</td> <td>75,387,663</td> </tr> <tr> <td>Financial Position:</td> <td></td> </tr> <tr> <td>Non-current Assets</td> <td>3,878,043,600</td> </tr> <tr> <td>Current Assets</td> <td>805,456,735</td> </tr> <tr> <td><b>Total Assets</b></td> <td><b>4,683,500,335</b></td> </tr> <tr> <td>paid up share capital</td> <td>2,501,439,500</td> </tr> <tr> <td>Merger Reserve</td> <td>943,739,525</td> </tr> <tr> <td>Accumulated profit</td> <td>75,387,663</td> </tr> <tr> <td>Non-current Liabilities</td> <td>750,000,000</td> </tr> <tr> <td>Current liabilities</td> <td>412,933,647</td> </tr> <tr> <td><b>Equity and Liabilities</b></td> <td><b>4,683,500,335</b></td> </tr> </table>	Profit & Loss:	Rupees	Sales (net)	-	Gross profit	-	Admin Expenses	12,919,128	Other income	2,346	Finance Cost	-	Profit after Taxation	75,387,663	Financial Position:		Non-current Assets	3,878,043,600	Current Assets	805,456,735	<b>Total Assets</b>	<b>4,683,500,335</b>	paid up share capital	2,501,439,500	Merger Reserve	943,739,525	Accumulated profit	75,387,663	Non-current Liabilities	750,000,000	Current liabilities	412,933,647	<b>Equity and Liabilities</b>	<b>4,683,500,335</b>
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(B) General Disclosures:

Maximum amount of investment to be made	Rs. 300 million as long term loans and advances being increased from Rs. 200 million.	Rs. 1,500 million as long term loans and advances being increased from Rs. 1,300 million.	-Rs. 2,000 million as long term loans and advances being increased from Rs. 1,500 million. -Upto Rs. 1,000 million in shape of issuance of Cross Corporate Guarantee.																																																																								
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	-To earn profits on Company's funds  To meet the security requirements of Bank(s).																																																																								
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.	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.	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>Shareholding position of the following directors and majority shareholders of Ghani ChemWorld Limited in its holding Company Ghani Global Holdings Limited (GGL) is as under:</p> <table border="1"> <thead> <tr> <th>Names of Directors</th> <th>Number of Shares</th> <th>%</th> </tr> </thead> <tbody> <tr> <td>-Mr. Masroor Ahmad Khan</td> <td>54,176,839</td> <td>15.29</td> </tr> <tr> <td>-Mr. Atique Ahmad Khan</td> <td>48,819,510</td> <td>13.78</td> </tr> <tr> <td>-Hafiz Farooq Ahmad</td> <td>51,093,082</td> <td>14.42</td> </tr> <tr> <td>-Mrs. Rabia Atique</td> <td>10,720,515</td> <td>3.02</td> </tr> <tr> <td>-Hafiz Imran Lateef</td> <td>-</td> <td>-</td> </tr> <tr> <td>-Sheikh M. Saleem Ahsan</td> <td>15,670</td> <td>0.04</td> </tr> <tr> <td>-Mr. M. Hanif</td> <td>-</td> <td>-</td> </tr> </tbody> </table> <p>GCWL holds no shares in GGL. GCIL holds no shares in GGL. :</p>	Names of Directors	Number of Shares	%	-Mr. Masroor Ahmad Khan	54,176,839	15.29	-Mr. Atique Ahmad Khan	48,819,510	13.78	-Hafiz Farooq Ahmad	51,093,082	14.42	-Mrs. Rabia Atique	10,720,515	3.02	-Hafiz Imran Lateef	-	-	-Sheikh M. Saleem Ahsan	15,670	0.04	-Mr. M. Hanif	-	-	<p>Shareholding position of the following directors and majority shareholders of Ghani ChemWorld Limited in its associated Company Ghani Global Glass Limited (GGGL) is as under:</p> <table border="1"> <thead> <tr> <th>Names of Directors</th> <th>Number of Shares</th> <th>%</th> </tr> </thead> <tbody> <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>-Mrs. Rabia Atique</td> <td>2,400</td> <td>0.001</td> </tr> <tr> <td>-Hafiz Imran Lateef</td> <td>-</td> <td>-</td> </tr> <tr> <td>-Sheikh M. Saleem Ahsan</td> <td>35</td> <td>0.000</td> </tr> <tr> <td>-Mr. M. Hanif</td> <td>-</td> <td>-</td> </tr> </tbody> </table> <p>GCWL holds no shares in GGGL. GCIL holds no shares in GGGL.</p>	Names of Directors	Number of Shares	%	-Mr. Masroor Ahmad Khan	2,400	0.001	-Mr. Atique Ahmad Khan	2,400	0.001	-Hafiz Farooq Ahmad	2,400	0.001	-Mrs. Rabia Atique	2,400	0.001	-Hafiz Imran Lateef	-	-	-Sheikh M. Saleem Ahsan	35	0.000	-Mr. M. Hanif	-	-	<p>Shareholding position of the following directors and majority shareholders of Ghani ChemWorld Limited in its holding Company Ghani Chemical Industries Limited (GCIL) is as under:</p> <table border="1"> <thead> <tr> <th>Names of Directors</th> <th>Number of Shares</th> <th>%</th> </tr> </thead> <tbody> <tr> <td>-Mr. Masroor Ahmad Khan</td> <td>6,716</td> <td>0.003</td> </tr> <tr> <td>-Mr. Atique Ahmad Khan</td> <td>6,716</td> <td>0.003</td> </tr> <tr> <td>-Hafiz Farooq Ahmad</td> <td>18,267</td> <td>0.007</td> </tr> <tr> <td>-Mrs. Rabia Atique</td> <td>6,164</td> <td>0.002</td> </tr> <tr> <td>-Hafiz Imran Lateef</td> <td>251</td> <td>0.000</td> </tr> <tr> <td>-Sheikh M. Saleem Ahsan</td> <td>7,624</td> <td>0.003</td> </tr> <tr> <td>-Mr. M. Hanif</td> <td>50,000</td> <td>0.02</td> </tr> </tbody> </table> <p>GCIL holds 50,000 shares in GCWL.</p>	Names of Directors	Number of Shares	%	-Mr. Masroor Ahmad Khan	6,716	0.003	-Mr. Atique Ahmad Khan	6,716	0.003	-Hafiz Farooq Ahmad	18,267	0.007	-Mrs. Rabia Atique	6,164	0.002	-Hafiz Imran Lateef	251	0.000	-Sheikh M. Saleem Ahsan	7,624	0.003	-Mr. M. Hanif	50,000	0.02
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	The Sponsoring directors of GGL hold the following shares in GCIL:	The Sponsoring directors of GGGL hold the following shares in GCIL:	The Sponsoring directors of GCIL hold the following shares in GCIL:						
	Names of Directors	Number of Shares	%	Names of Directors	Number of Shares	%	Names of Directors	Number of Shares	%
	-Mr. Masroor Ahmad Khan	1,797,832	0.31	-Mr. Atique Ahmad Khan	1,797,832	0.31	-Mr. Masroor Ahmad Khan	1,797,832	0.31
	-Mr. Atique Ahmad Khan	1,797,832	0.31	-Hafiz Farooq Ahmad	1,820,934	0.31	-Mr. Atique Ahmad Khan	1,797,832	0.31
	-Mr. Umar Ahmad	1,650,000	0.66	-Mr. Abdullah Ahmed	1,650,000	0.66	-Hafiz Farooq Ahmad	1,820,934	0.31
	-Mrs. Saira Farooq	5,929	0.002	-Mrs. Saima Shafi Rana	-	-	-Mrs. Rabia Atique	1,536,727	0.26
	-Mr. Mahmood Ahmad	100	0.00	-Syed Sibtul Hassan Gilani	-	-	-Mrs. Saira Farooq	1,536,727	0.26
	-Syed Sibtul Hassan Gilani	-	-	-Mr. Asim Mahmud	-	-	-Hafiz Imran Lateef	502	0.000
	-Sheikh M. Saleem Ahsan	7,624	0.002	-Sheikh M. Saleem Ahsan	7,624	0.002	-Mahmood Ahmad	221,000	0.03
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	The already approved investment by the shareholders of the Company in AGM held on October 26, 2024 by way of long term loans and advances for Rs. 200 million in Ghani Global Holdings Limited (GGL) be and is hereby modified and enhanced to Rs. 300 million by way of long term loans and advances as per terms and conditions mentioned in the annexed statement under section 134(3) of Companies Act, 2017.  There has been no impairment or write offs in this regard.  GCIL is already earning profits on the investment i.e.  2025: 11.23 million  2024: 10.18 million	The already approved investment by the shareholders of the Company in AGM held on October 26, 2024 by way of long term loans and advances for Rs. 1,300 million in Ghani Global Glass Limited (GGGL) be and is hereby modified and enhanced to Rs. 1,500 million by way of long term loans and advances as per terms and conditions mentioned in the annexed statement under section 134(3) of Companies Act, 2017.  There has been no impairment or write offs in this regard.  GCIL is already earning profits on the investment i.e.  2025: 169.08 million  2024: 199.13 million	The already approved investment by the shareholders of the Company in EOGM held on April 12, 2025 by way of long term loans and advances for Rs. 1,500 million in Ghani ChemWorld Limited (GCWL) be and is hereby modified and enhanced to Rs. 2,000 million by way of long term loans and advances as per terms and conditions mentioned in the annexed statement under section 134(3) of Companies Act, 2017.  There has been no impairment or write offs in this regard.  GCIL has already earned profits from April 2025 to June 2025 i.e. 5.2 million.						
In case of Equity Investment	Nil	Nil	Nil						

(C) In case of Investment in form of Loans and Advances:

Category wise amount of investments.	To enhance long term loans and advances from Rs. 200 million to Rs. 300 million.	To enhance long term loans and advances from Rs. 1,300 million to Rs. 1,500 million.	-To enhance long term loans and advances from Rs. 1,500 million to Rs. 2,000 million.  -Cross Corporate Guarantee up to Rs. 1,000 million
Average borrowing cost of the investing company	3 months KIBOR + 1.10bps	3 months KIBOR + 1.10bps	-3 months KIBOR + 1.10bps -Commission on guarantee @ 0.1% per quarter.
Rate of interest, markup, profit, fees or commission etc. to be charged	3 months KIBOR + 1.10bps but not less than annual average borrowing cost	3 months KIBOR + 1.10bps but not less than annual average borrowing cost	-3 months KIBOR + 1.10bps but not less than annual average borrowing cost -Commission @ 0.1% per quarter.
Particulars of collateral security to be obtained in relation to the proposed investment.	GGL will enhance Demand Promissory Note amount in favor of GCIL from Rs.200 million to Rs.300 million. Furthermore, the sponsoring directors of GGL shall issue personal guarantees in favor of GCIL, equivalent to Rs. 300 million.	GGGL will enhance Demand Promissory Note amount in favor of GCIL from Rs.1,300 million to Rs.1,500 million. Furthermore, the sponsoring directors of GGGL shall issue personal guarantees in favor of GCIL, equivalent to Rs. 1,500 million.	-GCWL will enhance Demand Promissory Note amount in favor of GCIL from Rs.1,500 million to Rs.2,000 million. Furthermore, the sponsoring directors of GCWL shall issue personal guarantees in favor of GCIL, equivalent to Rs. 2,000 million.  -Demand Promissory Note of associated company.
If the investment carry conversion features:	NIL	NIL	NIL
Repayment schedule and terms & conditions of loans or advances to be given to the associated company or associated undertaking.	Repayment of loan will be within three years from the date of payment with payment of profit on quarterly basis.  Any other term or conditions approved by shareholders of the company.	Repayment of loan will be within three years from the date of payment with payment of profit on quarterly basis.  Any other term or conditions approved by shareholders of the company.	-Repayment of loan will be within three years from the date of payment with payment of profit on quarterly basis. -Cross Corporate Guarantee for a maximum period of five years. -Commission on quarterly basis. -Collateral security(s) from subsidiary -Company as Demand Promissory Note. -Any other terms and condition approved by shareholders of the Company.

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, Ghani Global Glass Limited and Ghani ChemWorld 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 Tuesday October 28, 2025.

- Recommendations of the due diligence report of the investing company.
- Financial statements for the period ended June 30, 2025.

**Note:**

The directors of the Company (Ghani Chemical Industries Limited) have no interest in the above-mentioned Special Businesses except to the extent that those executive directors, including the chief executive officer, who may be entitled to ESOS whenever an option as an eligible employee is exercised.

## GHANI CHEMICAL INDUSTRIES LIMITED EMPLOYEES STOCK OPTION SCHEME, 2025

**GHANI CHEMICAL INDUSTRIES LIMITED (GCIL)**, was incorporated in Pakistan as private limited Company under the Companies Ordinance, 1984 (now the Companies Act, 2017), converted into public limited Company on May 18, 2017 and became listed on Pakistan Stock Exchange Limited on November 14, 2022, hereby introduces a stock option scheme to be known as the **Ghani Chemical Industries Limited Employees Stock Option Scheme, 2025** for offer of stock options to its Eligible Employees in pursuant to the Section 83A of the Companies Act, 2017 and Chapter VI – Employee Stock Option Scheme under the Companies (Further Issue of Shares) Regulations, 2020.

### The purposes of the Scheme are:

- (i) To improve Company's performance and thereby increase shareholders value;
- (ii) To increase productivity and share the rewards of success of the Company;
- (iii) To reward the abilities and efforts of all such eligible employees of the Company, as considered fit by the Compensation Committee;
- (iv) To attract and retain key employees; and
- (v) To align the interests of such employees with those of the Company's shareholders.

### Definitions and Interpretation

1.1. In this Employees Stock Option Scheme the words and expressions set out below shall have the meanings as specified against

1.1.1. '**Act**' means the Companies Act, 2017;

1.1.2. '**The Company**' means Ghani Chemical Industries Limited;

1.1.3. '**The Board**' means the Board of Directors, for the time being, of the Company acting at a meeting or through a committee of Board of Directors;

1.1.4. '**Commission**' means the Securities and Exchange Commission of Pakistan (SECP);

1.1.5. '**CDC**' means Central Depository Company of Pakistan Limited

1.1.6. '**Regulations**' means the Companies (Further Issue of Shares) Regulations, 2020 [specifically Chapter VI – Employee Stock Option Scheme];

1.1.7. '**The Scheme**' means the Ghani Chemical Industries Limited Employees Stock Option Scheme, 2025 approved by the Commission and introduced under the Chapter VI – Employee Stock Option Scheme under the Companies (Further Issue of Shares) Regulations, 2020;

1.1.8. '**The Compensation Committee**' or '**CC**' means a Human Resource and Remuneration Compensation Committee appointed by the Board. Subject to regulation 7(1)(ii), the initial CC shall comprise of the following three non-executive

(a)	Independent Director	Chairman
(b)	Executive Director	Member
(c)	Non-Executive Director	Member
(d)	Non-Executive Director	Member

1.1.9. '**Financial Year**' means the period starting from 1<sup>st</sup> July in a calendar year and ending on 30<sup>th</sup> June in the following calendar year;

- 1.1.10. **'Shares'** means fully paid up ordinary shares of Rs. 10/- each in the capital of the Company;
- 1.1.11. **'Allotment of Shares'** means Shares that will be allotted in scrip-less form in the Central Depository System (CDS) of CDC to an Option Holder in accordance with clause 4.6;
- 1.1.12. **'ESOS Account'** means the book account opened by the Company in the name of each Eligible Employee to facilitate Cashless Exercise of Options;
- 1.1.13. **'Option'** means a right granted to an Eligible Employee to subscribe for Shares at the Option Price, pursuant to the Scheme;
- 1.1.14. **'Date of Approval'** means the date on which the Shareholders of the Company approves the Scheme in accordance with the requirements of Section 83A of the Companies Act, 2017 and the Regulations;
- 1.1.15. **'Employment'** means employment by the Company of an Eligible Employee;
- 1.1.16. **'Eligible Employee'** means:
- a) A regular employee (including contractual) who is on payroll of the Company working in Pakistan or outside Pakistan and who is admitted to the Scheme by the Board; or
  - b) An Executive Director who is on the payroll of the Company; or
  - c) A Chief Executive Officer who is on the payroll of the Company; or
  - d) A Company Secretary and a Chief Financial Officer of the Company
- 1.1.17. **'Entitlement Criteria'** means criteria that will be determined or laid down from time to time by the Compensation Committee based on, inter alia, the following factors:
- a) Competitive pay levels;
  - b) Level of responsibility;
  - c) Performance; and
  - d) No. of years of Service.
- 1.1.18. **'Date of Entitlement'** means the 30<sup>th</sup> of June of each calendar year, or any other date decided by the Compensation Committee. First entitlement date will be 30<sup>th</sup> June 2025 or later date as decided by the Compensation Committee;
- 1.1.20. **'Date of Grant'** means the date on which an Option is granted to an Eligible Employee in accordance with this Scheme;
- 1.1.20. **'Entitlement Pool'** means the total number of Shares available for being made the subject of Options, as determined by the Board from time to time, which shall not, at any time, exceed fifteen percent (25%) of the paid-up capital of the Company (as increased from time to time). As on June 30, 2025 paid up capital of the Company is Rs. 5,704,519,310/- divided into 570,451,931 shares of Rs.10/- each and accordingly today the Entitlement Pool is 142,635,483 Shares. However, it is clarified that until such point in time that the number of Shares issued under the Scheme equal twenty percent (25 %) of the paid-up capital of the Company, the balance Entitlement Pool shall be calculated taking into account any increase(s) in the paid up capital. However, once the number of Shares issued under this Scheme equal twenty percent (25%) of the paid up capital of the Company, the Entitlement Pool shall be exhausted and this Scheme shall cease to operate, notwithstanding any subsequent increase in the paid-up capital; issued under this Scheme equal twenty percent (25%) of the paid up capital of the Company, the Entitlement Pool shall be exhausted and this Scheme shall cease to operate, notwithstanding any
- 1.1.21. **'Option Holder'** means an Eligible Employee or permitted successor/transferee of an Eligible Employee holding an Option;
- 1.1.22. **'Option Notice'** means the notice given by an Eligible Employee to the Company for the exercise of Option held;

- 1.1.23. **'Option Price'** means the subscription price for a Share comprised in any Option which, unless otherwise determined by the Compensation Committee, shall be weighted average of the closing market price of the Share of the Company at the Pakistan Stock Exchange Limited for the last 90 consecutive calendar days immediately preceding the Date of Grant of the relevant Option. Provided that it shall not in any case be less than the face value of Rs.10.00 per share. Directors of the Company where Chairman is an Independent Director;
- 1.1.24. **'Option Certificate'** means a certificate issued to an Option Holder in accordance with clause 3.3 of the Scheme;
- 1.1.25. **'Normal Anticipated Retirement Date'** means 60 years of age or such other age at which an Eligible Employee is required to retire by his contract of employment or as per rules and policy of the Company;
- 1.1.26. **'Retirement'** means the ceasing of Employment of an Eligible Employee on attaining the Normal Anticipated Retirement Date;
- 1.1.27. **'Cashless Exercise'** means the mechanism described in clause 4.5 whereby the Company may fund all or part of the Option Price;
- 1.1.28. **"Exercise Period"** means a period of one (1) year from the expiry of the Minimum Period;
- 1.1.29. **'Share Entitlement'** means that number of Shares for which an Option is granted to an Eligible Employee in accordance with the Scheme, as stated in the Option Certificate relating to such Option; and
- 1.1.30. **'Minimum Period'** means, for each Option or portion thereof, the period, as specified in clause 4.2, after which the Option or portion thereof can be exercised by the Option Holder.
- 1.1.31. **'Stock Exchange'** means Pakistan Stock Exchange Limited where Company's Shares are listed;
- 1.1.32. In the Scheme, unless the context otherwise requires, words denoting the singular number shall include the plural number and words denoting the masculine gender shall include the feminine gender.
- 1.1.33. In the Scheme, unless the context otherwise requires, a reference to a regulation is to a regulation under the Regulations, and a reference to a clause is to a clause of the Scheme.
- 1.1.34. A reference to any legislation or legislative provision includes any statutory modification or re-enactment of, or legislative provision substituted for, and any subordinate legislation under, that legislative provision.
- 1.1.35. A reference to any agreement or document is to that agreement or document (and, where applicable, any of its provisions) as stands amended, novated, restated or replaced at the relevant time.
- 1.1.36. A reference to any person includes that persons' executors, administrators, successors, permitted transferees.
- 1.1.37. A reference to any person includes that persons' executors, administrators, successors, permitted transferees.

## **2. Effectiveness and the Compensation Committee**

2.1. The Scheme shall come into force with effect from the Date of Approval.

2.2. The Compensation Committee shall be constituted in terms of this Scheme and the Rules and shall exercise such powers as are stated herein and/or in the Rules to be exercised by the Compensation Committee.

### 3. Grant of Options

- 3.1. On or prior to the Date of Entitlement (and at least once in every Financial Year), the Compensation Committee (CC) shall determine and recommend to the Board as to which Eligible Employees are entitled to grant of Options for the Financial Year preceding the Date of Entitlement, and the proposed terms and conditions and quantum of each Option. The CC shall, in determining the aforementioned entitlement, take into account the Entitlement Criteria and undertake performance evaluation based on a system of ratings, competitive pay levels, level of responsibility, number of years of service and information provided by the heads of department.
- 3.2. Within 30 days of the Date of Entitlement, the Board, on recommendation of the CC, may in its discretion grant the recommended Options to the recommended Eligible Employee in respect of the immediately preceding Financial Year.
- 3.3. In evidence of the Option granted to an Eligible Employee pursuant to Clause 3.2, the Company shall deliver an Option Certificate to such Eligible Employee, stating therein the Entitlement of the Eligible Employee, the Date of Grant, the Exercise Period, the Minimum Period and the Option Price. Each Option shall be personal to the Eligible Employee to whom it is granted and, other than a transfer to the Eligible Employee's legal heirs on his death, shall not be transferable, assignable or chargeable in any manner whatsoever. Any other purported transfer, assignment, charge, disposal or dealing with the rights and interest of the Option Holder under the Scheme or under an Option shall render such Option null void.
- 3.4. The aggregate number of the Shares for all Options to be granted under this Scheme to all Eligible Employees shall not, at any time, exceed the Entitlement Pool.
- 3.5. The aggregate number of the Shares for all Options to be granted under the Scheme to any single Eligible Employee shall not, at any time, exceed ten percent (10%) of the paid-up capital of the Company (as increased from time to time). Provided that the grant of Options to Eligible Employee in any one calendar year exceeding one percent (1%) of the paid-up capital of the Company (as increased from time to time but excluding outstanding conversions) shall require the approval of the shareholders of the Company under regulation
- 3.6. Options shall be granted to an Eligible Employee specified in Clause 1.1.16.
- 3.7. An Eligible Employee who is on long leave (i.e. leave in excess of the normal leave requirements provided in the terms and conditions of employment) may also become entitled to such Options as may be determined by the CC in its discretion from time to time.

### 4. Exercise of Options

- 4.1. An Option or any portion thereof shall be exercised during the applicable Exercise Period, subject to expiry of the relevant Minimum Period.
- 4.1. An Option or any portion thereof shall be exercised during the applicable Exercise Period, subject to expiry of the relevant Minimum Period.
- 4.2. There shall be a minimum period of **one year** between the grant of option and vesting of option. An employee shall not have right to receive any dividend or to vote or in any manner enjoy the benefits of a shareholder in respect of option granted to him, till shares are issued to him on exercise of option.
- 4.3. An Option may be exercised in full or in part, from time to time within the applicable Exercise Period (subject to expiry of the relevant Minimum Period).

- 4.4. In order to exercise an Option in whole or in part, the Option Holder must, after expiry of the relevant Minimum Period and prior to expiry of the relevant Exercise Period, deliver to the Secretary of the Company an Option Notice in writing specifying the number of Shares in respect of which the Option is being exercised, and deliver a copy of such Option Notice along with the Option Certificate. Payment for the Option Price relating to the Option or part thereof being exercised must also be made to the CC, in readily available funds accompanying the Option Notice and/or, in case Clause 4.5 is applicable, by the Option Holder opting for the Cashless Exercise of Option there under. The date of delivery of the Option Notice to the Company shall constitute, for all purposes, the date of exercise of such Option. Each Option Notice shall be given only in such form, and shall be subject to such other requirements and modalities, as the Company may from time to time prescribe.
- 4.5. Under the Cashless System of exercise of Option, the Company may, in its discretion, fund by way of an interest free advance, up to the entire amount of the relevant Option Price, to the Eligible Employees that come within the scope of the proviso to Section 86 (2) of the Act, The CC may, within ten working days of receipt of an Option Notice opting for a Cashless Exercise under this Clause 4.5, (in its discretion) either refuse the funding of such Option or make payment (by debiting the ESOS Account of such Eligible Employee) of the relevant portion of Option Price in respect of which such Eligible Employee has opted for Cashless Exercise under this Clause 4.5 (as specified in the Option Notice).
- 4.6. As soon as practicable and in any event not more than thirty days after the later to occur of receipt by the Company of each Option Notice and the payment of the applicable Option Price, the Shares in respect of which the Option has been exercised shall be allotted by the Company to the Eligible Employee. Employees exercising the option must have account in CDC and the Shares shall be directly credited through book entries into the respective Central Depository System (CDS) accounts of allottees maintained with the CDC and the name of such Eligible Employee shall be entered in the register of members of the Company in respect of the Shares so allotted. The Option Holders, therefore, must have a CDS Account at the time of exercising the Option. Provided, however, in case the Eligible Employee has opted for a Cashless Exercise under Clause 4.5 in respect of all or part of such Option Price, the Company shall have a lien on the Shares allotted there under up to the amounts advanced by the Company under Clause 4.5, and the Company shall be entitled to sell such number of Shares as are required to repay such amounts and reduce the debit balance in such Eligible Employee's ESOS Account to nil.
- 4.7. No Option Holder shall have any right to receive any sort of dividend or to vote in any manner or enjoy the benefits of a shareholder in respect of any Option granted to him until Shares are actually issued to him on exercise of the Option (and thereafter such rights shall be limited only to the extent of the Shares issued to him).
- 4.8. There is no lock-in period for any Shares allotted and issued to an Option Holder on exercise of his Option, i.e. an Option Holder shall be free to sell or otherwise dispose of his Shares (subject to the provisions of Clause 4.5, if applicable). **Please refer to Annexure-A – Time Schedule [and mechanism] of the Scheme.**

## 5. Lapse of Options

- 5.1. The unexercised portion of an Option shall lapse at the completion of the relevant Exercise Period.
- 5.2. Notwithstanding anything to the contrary contained herein, upon an Option Holder ceasing to be in Employment for any reason (including termination of employment for misconduct) other than Retirement or death or permanent incapacity, only such Options or portion thereof held by him for which the Minimum Period has expired on or prior to the date of termination / resignation shall remain valid and all other Options or portions of Options shall immediately lapse thereafter. The Options or portions thereof that remain valid under this Clause 5.2 may be exercised any time up till the expiry of applicable Exercise Period or within the period of **nine months** from the date of termination/ resignation of the Option Holder, whichever is earlier, and the unexercised Options or portion thereof, if any, shall lapse thereafter. Provided, however, the Compensation Committee may, in its discretion, extend the permissible period for exercise of the aforementioned Options beyond the aforementioned period but not, in any case, beyond the Exercise Period relating to such Option.

- 5.3. Notwithstanding anything to the contrary contained herein, upon the Option Holder ceasing to be in Employment by reason of Retirement or permanent incapacitation, all remaining Options held by him on the date of Retirement or permanent incapacitation shall immediately vest in his name (irrespective of the applicable Minimum Period) and will remain capable of exercise only up till the expiry of applicable Exercise Period or the period of twelve months from the date of such Retirement/ permanent incapacitation, whichever is earlier, and any unexercised portion of the Option shall lapse thereafter.
- 5.4. Notwithstanding anything to the contrary contained herein, upon the death of any Option Holder, all remaining Options held by him on the date of death shall immediately vest in the name of his legal heirs (irrespective of the applicable Minimum Periods) and will remain capable of exercise by such legal heirs only up till the expiry of the applicable Exercise Period or the period of twelve months from the date of death, whichever is earlier, and any unexercised portion of the Option shall lapse thereafter. Provided however that such legal heirs shall, prior to exercise of an Option, be required to show evidence to the Company's satisfaction that they are the only legal heirs of the deceased Option Holder.
- 5.5. Upon the lapse of an Option, any outstanding Shares for which the Option was issued and not exercised may be offered by the CC to other Eligible Employees and shall not be double-counted for the purposes of the Entitlement Pool.
- 5.5. Upon the lapse of an Option, any outstanding Shares for which the Option was issued and not exercised may be offered by the CC to other Eligible Employees and shall not be double-counted for the purposes of the Entitlement Pool.

## **6. Calculation of Entitlement**

The Board, on recommendation of the CC, shall determine the entitlement to Options of the Eligible Employees in a meeting to be held within 30 days of the Date of Entitlement.

## **7. Compliance**

- 7.1. The Scheme shall be administered and implemented in due compliance with law, including without limitation, applicable provisions of the Act and the Regulations.
- 7.2. Without prejudice to the generality of the foregoing, the Board shall ensure compliance with regulation 7 of the Regulations.
- 7.3. The policy and system for controlling insider trading shall be as follows:
- (a) the Company will ensure that each Eligible Employee is provided with a copy of the Scheme prior to grant of any Option;
  - (b) while granting any Option to an Eligible Employee, he/she will be cautioned in writing that all Options granted will lapse forthwith if the Eligible Employee is found guilty of insider trading;
  - (c) the Company will provide the Eligible Employee, prior to grant of any Option, with copies of the relevant sections of law (including any up-dates or amendments thereto) dealing with the prohibition against insider trading;
  - (d) all trades of the Company's securities by all Option Holders must be reported within five (5) working days to the Company Secretary of the Company;
  - (e) An Eligible Employee shall neither disclose any inside information to any other person nor make recommendations nor express opinion on the basis of inside information as to trading in the Company's securities.
- 7.4. Without prejudice to the foregoing, the CC may from time to time modify the aforementioned policy or make other suitable policies and system to ensure that there is no violation of insider trading provisions of Securities Act, 2015 and the Securities and Exchange Commission of Pakistan Act, 1997 or the rules made under these laws.
- 7.5. "Inside information" and "insider trading" shall have the same meaning as described thereto in the Act, 2015.

7.6. If any Option Holder is found involved in or suspected of insider trading, the Options granted to him but not yet exercised shall be withdrawn.

## **8. Expenses**

Any expenses of the Company involved in any issue of Shares in the name of any Option Holder shall be payable by the Company.

## **9. General**

- 9.1. Any notification or other notice in writing which the Company is required to give, or may desire to give, to any Eligible Employee or Option Holder (or his legal representative, as the case may be) in pursuance of this Scheme shall be sufficiently given if delivered to him by hand or sent through post in prepaid cover addressed to the Eligible Employee or Option Holder at the last address known to the Company as being his address. Any certificate, notification or other notice in writing required to be given to the Company or the Secretary of the Company shall be properly given if sent to or delivered to the registered office of the Company.
- 9.2. The Board shall, at all times, keep available for issue such authorized and un-issued Shares as may be required to meet the subsisting subscription rights of the Option Holders.
- 9.3. The decision of the CC in any dispute or question relating to any Option shall be final and conclusive, subject to the written confirmation of the auditors of the Company whenever required in the determination of the break-up value or fair value of the Shares for the purposes of this Scheme.
- 9.4. Participation in this Scheme by an Option Holder is a matter entirely separate from any gratuity, provident fund or pension right or entitlement he may have and from his terms or conditions of Employment and participation in this Scheme shall in no respects whatsoever affect in any way an Option Holder's other rights or entitlement or terms or conditions of his Employment. In particular (but without limiting the generality of the foregoing words) any Option Holder who leaves Employment shall not be entitled to any compensation for any loss of any right or benefit or prospective right or benefit under this Scheme which he might have otherwise enjoyed whether such compensation is claimed by way of damages for wrongful dismissal or breach of contract or by way of compensation
- 9.5. If a provision of this Scheme is or becomes illegal, invalid or unenforceable, that shall not affect the legality, validity or enforceability of any other provision of this Scheme. office or otherwise howsoever.
- 9.6. In case of a conflict between the provisions of this Scheme and the provisions of the Act or the Regulations (as the case may be), the provisions of the Act or Regulations (as the case may be) shall prevail.
- 9.7. In approving this Scheme, the shareholders of the Company shall be deemed to be expressly permitting issuance, from time to time, of Shares under or pursuant to the Options granted hereunder as shares other than right shares.

## **10. Modifications and Alterations:**

- 10.1. The terms of this Scheme may at any time be modified or altered only in accordance with regulation 7(1)(viii) of the Regulations.
- 10.2. Rights already vested in Option Holders' by the grant of Options cannot be retrospectively altered or modified to the Option Holders' detriment by any alteration or modification to the Scheme.

## **11. Termination**

- 11.1. The Board may at any time resolve to terminate this Scheme in which event no further or new Options shall be granted, but the provisions of this Scheme shall in relation to Options then subsisting (i.e. options granted and not

