

GHANI CHEMICAL INDUSTRIES LIMITED Manufacturers of Medical / Industrial Gases & Chemicals

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.

3. National Clearing Company of Pakistan Limited, Karachi.



Information Memorandum

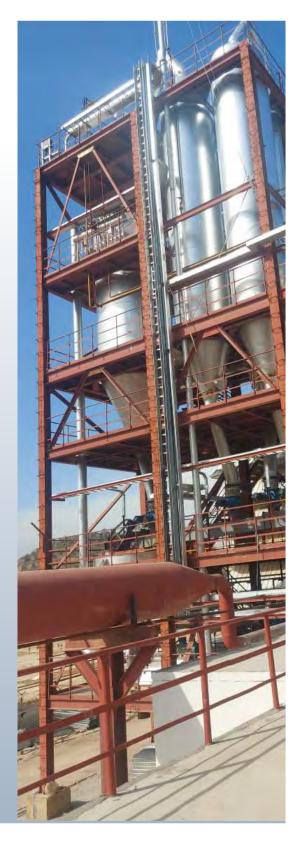


Ghani ChemWorld Limited

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 Faroog Ahmad

Non Executive Director

Rabia Atique

Non Executive Director

Saira Faroog

Non Executive Director

Mehmood Ahmad

Independent Director

Hafiz Imran Lateef

Independent Director

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 Économic Zone. Distt. Haripur, KPK.

SHARE REGISTRAR

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

Tell: 042-35916714

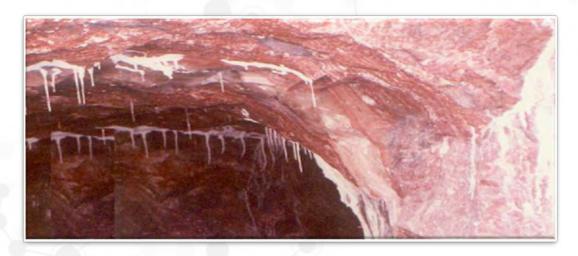
Group History

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
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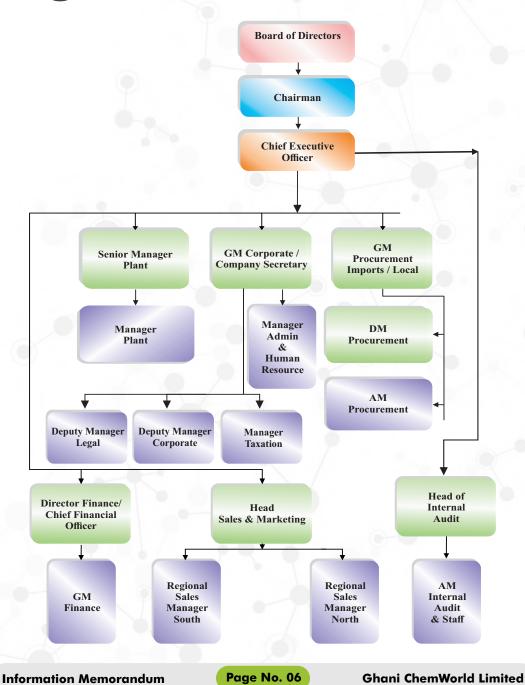
About the Directors	Directorship in other Companies
Hafiz Farooq Ahmad, Director Engineer Graduate from the University of Illinois, Chicago, USA 21 Years experience in industrial sector. Privilege of holding a patent which is registered in USA. Also certified Director under Code of Corporate Governance.	 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
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.	 Ghani Chemical Industries Limited Ghani Global Foods (Private) Limited Ghani Engineering (Private) Limited
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.	Ghani Global Holdings LimitedGhani Global Foods (Private) LimitedGhani Engineering (Private) Limited
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.



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	_ 9	41,010
. 7			8,551,010	8,551,010

Issued Capital

Company	Type of Share	Par/Nominal Value	Issued Capit	al in Rs. 000
		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 Scheme	Company before Impact of the	Nos.	500,187,971
Additional ordinary share of GPL	es to be Issued to the shareholders	Nos.	263,960
Additional ordinary share	es to be Issued to GCWL	Nos.	70,000,000
Ordinary Shares of the C Scheme	Company 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:

Date
Sanction
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Effect
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showing
Position
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Final
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	Consolidated February 20, 2025 Hs. 000	Calcium Carbide Project February 20, 2025 Hs. D00	Residual February 20, 2025 fts. 000	Telenany 20, 2025 for coor	Standalone Orbitosty 20, 2025 Rs. 030	Der February 20, 2025 8s 000	Demerger/Werger Adjustments Fermany 21, 4025 Hz, 000	ts February 20, 2025 8s, 000	After Scheme Effect February 245, 2025 Februar 76, 000 R	Effect February 20, 2025 Fs. 000
Assets Non-current assets										
Property, plant and equipment	11,349,344	2,270,271	5,0,670,6			(2,270,271)	2,270,271		90/90/3	2.270,271
Internetial asserts	6/4/1		1,479			-			2479	
Long term investments	20,575		20,575		414,607		\$125,250,1	(415,607)		1,085.515
Lung term deposits	919'99		56,616				1)	Y	56,616	
	11,975,069	1,270,271	9,704,798	×	414,607				367,407,6	3,305,786
Current essets										
Stores, spares and loose tools	110/585	188,322	346,689			(188,312)	188,322	X	3/16/689	188,322
Stock-in-frade	389,841	309,620	80,221			(309,620)	309,620		60.223	909,620
Frank dehts	219/16/2	100	2,194,815	-		111111111111111111111111111111111111111	170.000		2,194,815	1000
Dans and advances	1,361,490	200711	1,643.77	I		(357,719)	300 711	000	1,405,771	357,735
Tax elimits due from Government	121.346	THE PROPERTY AND	121.346			for chart	11,000		121.346	1999
Prepaid tax levits:	1370		1,370						1,370	
Advance Income tak	346,328		346,328		062	06/		(062)	347,118	+
	100,000	100,000	-			(100,000)	100.000		100	100,000
Cash and bent betoners	370,935	,	170.915	247	2,522	2,572	, ,	(2252)	373,452	247
	6,677,649	1,156,872	5,521,277	366	8,512				5,524,589	1,156,658
Totalassets	18.652.718	3.426.643	15.226.075	265	417 919	(3.423.351)	4.462.158	(417.919)	15 229 387	4.462.424
Equity and liabilities										
Share capital and reserves	5,001,879		5,001,879	005	BUG .	202 540	U76 UU5 C	HODE	5.704.510	3 501 440
Share premium	161,011		154,011			(164,011)	a la			-
Revaluation surplus on freehold and leasthold land	735,087	124,950	610,157			(735,087)				
Merger reserve/ (Goodwell	1,342,746		1,342,746			(L342,746)	171,516			1943,741
Unappropriated profit	3,601,705		3,601,295	(82)	67,343	(867,078)		(57,343)	2,734,217	(757)
Lown from spansars	IDRAEDIS	111.050	10.770.068	364				(144,447)	2 432 736	\$ 50.8 BAR
	and and are	and the second	-						and classific	
Non-current liabilities										
Long term frances Bedeemalle resizal Salam	1,421,101	905.000	142110			HOU DON	MOD DOD		1427,100	310.070
Long ferm security deposits	1887		78.876						78.876	
Lagose flabilities	5,647		5,647						5,647	
Deferred labilities	978,171		974,174						974,174	
	862,675,8	900,00B	2,479,798	3					2,479,798	900,008
Current liabilities								100		
Trade and other payables	534,129	784,787	329347		356	(204,421)	784,787	(99E)	307.621	204,790
Contract (whiteles - advances from customers	232,460		232,460						232,460	
Accraed profit	253,414	12,691	240,723			(12,591)	12,691		740,723	12.691
Under the military on certain	3,517,111		7.517.111				rec	1	7517111	
Current parties of non-current Rabilities	475.314		475.314						475.334	
Provissor for tax levies	196		196						196	
Tesation	514,016	***************************************	514.016		643	63		(63)	514,079	
	4,527,902	2,501,698	2,026,209		175				4,510,853	217,481
Total labilities	7,807,700	3,301,693	4,506,007		3 429				6,790,651	1,017,481
Total equity and liabilities	18,652,718	3,426,643	15,226,075	366	417,919	(5,423,351)	4,462,158	(012,919)	15,229,387	4,462,424

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

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